

# GEETANJALI TRADING AND INVESTMENTS PRIVATE LIMITED

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE FIRST EXTRA-ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF GEETANJALI TRADING AND INVESTMENTS PRIVATE LIMITED FOR THE FINANCIAL YEAR 2023-24 WILL BE HELD ON THURSDAY, 8<sup>TH</sup> FEBRUARY 2024 AT 4.00 P.M. IST THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") HOSTED AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 204, WELSPUN HOUSE, KAMALA CITY, LOWER PAREL WEST, MUMBAI- 400013 TO TRANSACT THE FOLLOWING BUSINESSES:

### SPECIAL BUSINESSES:

1. **Item No. 1- To approve Sub-Division of Equity Shares of the Company.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 61 and any other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, subject to the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary, approval of the members of the company be and is hereby accorded for sub-division of Equity Shares of the Company having Face Value of Rs. 10/- each (Rupees Ten only) into Face Value of Re. 1/- (Rupee One Only) each.

**RESOLVED FURTHER THAT** pursuant to the sub-division of Equity Shares of the Company from Face Value of Rs. 10/- each (Rupees Ten only) to Face Value of Re. 1/- (Rupee One Only) each, the existing Authorized and Paid-up Equity Share Capital of the company shall stand sub-divided as given below:

Particulars	Equity Shares prior to sub-division			Equity Shares Post Sub-Division		
	No of Shares	Face Value in INR	Total Equity share capital in INR	No of Shares	Face Value in INR	Total Equity share capital in INR
Authorized share capital	62,60,000	10/-	626,00,000	626,00,000	1/-	626,00,000
Issued, subscribed and paid-up share capital	14,21,584	10/-	142,15,840	14215840	1/-	142,15,840

**RESOLVED FURTHER THAT** pursuant to the sub-division of the Face Value of Equity Shares as mentioned above, the existing share certificate(s) in relation to the existing issued Equity Shares having Face Value of Rs. 10/- each (Rupees Ten) held in the physical form shall be deemed to have been automatically cancelled with effect from the date of this meeting, and the board be and is hereby authorized, without requiring to surrender the existing issued share certificate(s) by the members, to issue new share certificate in lieu of the existing share certificate(s), with regard to the sub-divided shares, and in case of Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the members with the Depository participants, in lieu of existing credits in their beneficiary accounts representing the equity shares of the company before subdivision.



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**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company be and are hereby authorized to take all such steps as may be required to obtain approvals in relation to above and do all such further acts, deeds or things as may be required to give effect to the sub-division of Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and Company Secretary be and are severally authorized to (a) delegate execution and filing of necessary applications, declarations, and other documents with stock exchanges, depositories, Registrar & Transfer agent and/or any other statutory authority(ies), if any; (b) cancel the existing physical share certificates; (c) settle any question or difficulty that may arise with regard to the sub-division of the shares as aforesaid or for any matters connected herewith or incidental thereto and (d) do all such acts, deeds, things, including all the matters incidental thereto in order to implement the foregoing resolution."

## 2. **Item No. 2- To approve the alteration in Capital Clause V of the Memorandum of Association of the Company**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon sub-division of Equity Shares, consent of the Members of the Company be and is hereby accorded to alter and substitute the existing Clause V of Memorandum of Associations of the Company with the following new Clause V:

(v) \*(i) The Authorised Share Capital of the Company is Rs. 16,26,40,000 (Rupees Sixteen Crores Twenty-Six Lacs Forty Thousand Only) divided into 626,00,000 (Sixty Crores Twenty Six Lacs Only) Equity Shares of Rs. 1/- (Rupees one only) each, 80,00,000 (Eighty Lacs) Preference Shares of Rs. 10/- (Rupees Ten only) each, 20,00,000 (Twenty Lacs) Preference Shares of Rs. 10/- (Rupees Ten only) each, 150 (One hundred and Fifty) Preference Shares of Rs.100/- (Rupees Hundred only) each and 250 (Two hundred Fifty) Non- Cumulative Redeemable Preference Shares of Rs.100/- (Rupees One hundred only) each with the power to increase or reduce the share capital with the rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being, in force, with the power to divide the share in the share capital of the time being into Equity Share Capital and to attach thereto any such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 1956 or statutory modification thereof or provided by the Articles of Association of the Company for the time being.

**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or desirable for the purpose of giving effect to this resolution."



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### 3. Item No. 3- To approve alteration of Articles of Association of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded for alteration of Regulation 4(a) of the Articles of Association of the Company by substituting in its place, the following: -

"4.(a) The Authorized Share Capital of the Company shall be as stated in Clause V of the Memorandum of Association of the Company."

**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or desirable for the purpose of giving effect to this resolution."

### 4. Item No. 4 - To approve the remuneration of Mrs. Ina Dani (DIN: 00053695), 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 applicable provisions of the Companies Act, 2013 ('the Act') read with the Rules made thereunder, including any statutory modification(s) or any amendment(s) or any substitution(s) or any re-enactment(s) thereof for the time being in force and the Articles of Association of the Company, and pursuant to the approval of the Board at its meeting held on 27<sup>th</sup> November, 2023, the approval of members be and is hereby accorded to pay a remuneration of Rs. 6,00,000/- (Rupees six lakhs only) per month or as may be decided by the Board from time to time, not exceeding Rs. 150 Lakhs (Rupees One Hundred and Fifty Lakhs only) per annum to Mrs. Ina Dani (DIN: 00053695), a Non-Executive Director of the Company with effect from 1<sup>st</sup> December, 2023.

**RESOLVED FURTHER THAT** any of the Directors of the Company, be and are hereby authorised to sign and file all the necessary forms and other necessary documents, as may be required by the statutory authorities including the Registrar of Companies and RBI and to do such acts, deeds and things that may be required for the purpose of the aforesaid resolutions and to authorize such person or persons to give effect to this resolution and to submit all documents to the concerned authorities with regard to the same."

#### Registered Office

204, Welspun House, Kamala City,  
Lower Parel West,  
Mumbai- 400013.  
Contact:(022)40016500  
Email: sec@geetanjalogroup.in  
Website: geetanjalogroup.in

Date: 24<sup>th</sup> January, 2024  
Place: Mumbai

By Order of the Board  
For Geetanjali Trading and Investments  
Private Limited



*Namita Tiwari*

**Namita Tiwari**  
Company Secretary  
(Membership No: F12625)

# GEETANJALI TRADING AND INVESTMENTS PRIVATE LIMITED

## NOTES:-

1. In view of the global outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), Government of India, has vide its General Circular No. 14/ 2020 dated 8th April 2020, General Circular No. 17/ 2020 dated 13th April 2020 and General Circular No. 39/2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 ("Act") and the rules made there under on account of the threat posed by Covid-19" General Circular No. 20/ 2020 dated 5th May 2020 and General Circular No.02/2021 dated 13th January 2021, in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") have permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue.

Further, MCA vide its circular dated September 25, 2023 has permitted the companies to conduct AGM/EGM through VC until September 30, 2024. In compliance with the applicable provisions of the Act, (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended from time to time, read with the MCA Circulars, the first EGM of the Company for the financial year 2023-24 is scheduled to be held on Thursday, 8<sup>th</sup> February, 2024, at 04.00 p.m. (IST) through VC/OAVM and the voting for items to be transacted in the Notice to this EGM is to be done by show of hands.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

**THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**

**IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

Ministry of Corporate Affairs (MCA) on April 8, 2020 for the first time allowed companies to hold EGMs through virtual mode till June 30, 2020. This was later extended multiple times to September 30, December 31, 2020, June 30, 2021, December 31, 2021, June 30, 2022, December 31, 2022, September 30, 2023 and now to September 30, 2024.

Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this EGM and hence, the proxy form, attendance slip and route map of EGM are not annexed to this Notice.

3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.



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4. The Members can join the EGM in the VC/OAVM mode 30 minutes before the scheduled time until expiry of 15 minutes after such scheduled time for commencement of the EGM by following the procedure mentioned in the Notice.
5. Corporate Members are required to send to the Company a certified copy of Board Resolution pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the meeting.
6. Those who are becoming Member of the Company after the date of issue of this Notice may register their email address with the Company by sending a request for the same via e-mail to [sec@geetanjaligroup.in](mailto:sec@geetanjaligroup.in)
7. The relevant explanatory statement in respect of the businesses at item nos. 1, 2 and 3 above is annexed hereto.
8. Statutory registers are available for inspection electronically. Members desiring inspection of statutory registers during the EGM may send their request in writing to the Company at [sec@geetanjaligroup.in](mailto:sec@geetanjaligroup.in)
9. The documents mentioned in the Notice are available for inspection electronically. Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail [sec@geetanjaligroup.in](mailto:sec@geetanjaligroup.in) up to the date of the EGM.

## THE INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- A. The Company has arranged to attend the EGM through electronically through Microsoft Teams Meeting. The link for joining the meeting shall be sent to the registered email Ids of the shareholders separately. On clicking this link, the Members will be able to attend and participate in the proceedings of the EGM and submit votes on announcement by the Chairman.
- B. Members may join the EGM through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- C. Members are encouraged to submit their questions in advance with regard to the matter as prescribed in the Notice or other matter to be placed at the EGM, from their registered e-mail address, mentioning their name and mobile number, to reach the Company's registered e-mail address [sec@geetanjaligroup.in](mailto:sec@geetanjaligroup.in) before 5.00 p.m. (IST) on Wednesday, February 07, 2024. Queries that remain unanswered at the EGM will be appropriately responded by the Company at the earliest post the conclusion of the EGM.



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- D. Members who need assistance before or during the EGM may contact the Company at Company's registered e-mail address at [sec@geetanjalogroup.in](mailto:sec@geetanjalogroup.in) or contact the Company Secretary at Mobile- +91 8879216154
- E. Voting at the meeting will be done by way of show of hands. Members casting their vote through email should do so only during the meeting and not at any time before the commencement of the meeting. If any email is received after the closure of the meeting, it will be considered that no reply from the member has been received. Additionally, please note that the vote cast through email shall be considered invalid if (i) it is not possible to determine without any doubt the assent or dissent of the member; and/or (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the member; and/or (iii) the member has made any amendment to the resolution set out herein or imposed any condition while exercising his/her vote.



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## Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

### **Item No. 1**

The Board of Directors at their meeting held on November 27, 2023, considered and approved the proposal of restructuring the Share Capital of the Company by sub-dividing the existing equity shares into face value of Rs. 1/- per share in place of Rs. 10/- per share. The new equity shares to be issued and allotted upon sub-division shall rank pari passu with the then existing equity shares of the Company in all respects.

The Board of Directors is of the opinion that the aforesaid sub-division of the face value of Equity Shares will be in line with prevailing market trends, make the value per share more affordable and provide transferability in smaller lots. Therefore, the aforesaid restructuring of Share Capital of the Company by way of sub-division of shares is beneficial to the Company and hence recommends passing of the resolution set out at Item No. 1 as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions.

### **Item No. 2 & 3**

Pursuant to the provisions of Section 13, 14 and 61 of the Companies Act, 2013 approval of the Members is required for sub-division of shares and consequent amendment to Clause V of the Memorandum of Association and for altering the relevant clauses in the Articles of Association of the Company.

Accordingly, your Directors recommend the passing of Special Resolutions set out at Item No. 2 and Item No. 3 of the Notice for approval of Shareholders in the best interest of the company and all stakeholders.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the above resolution, except to the extent of equity shares held by them in the Company.

### **Item No. 4**

The Board of Directors at their meeting held on 27<sup>th</sup> November 2023 have approved and recommended to the members to consider and approve a resolution to pay a remuneration to Mrs. Ina Dani (DIN:00053695) Non-Executive Director (NED) of the Company.-

Mrs. Dani is a Promoter and serving as a Director of the Company since 2007.

Mrs. Ina Dani is Non- Executive Director and payment of remuneration should not be termed as an employment.

Mrs. Ina Dani shall;

- a. Attend board meetings and assist Board members by analysing data put before the members, applicable regulatory provisions and provide advice/guidance to the principal officer and operating team in important matters relating to business, strategies, borrowings etc.
- b. Attend the Board meetings of the Group Companies wherever the Company is a member.



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- c. Assist the company in preparing its long-term strategies.

In appreciation of the valuable support and guidance, it is proposed to pay Mrs. Ina Dani a remuneration of Rs. 6,00,000/- per month (Rupees Six Lakhs only) or as may be decided by the Board from time to time, not exceeding Rs. 150 Lakhs (Rupees One Hundred and Fifty Lakhs only) per annum.

Mrs. Ina Dani shall not be entitled to sitting fees for attending meetings of the Board of Directors. Any revision in remuneration shall be made with the approval of the Board.

The Company being "Private Limited" entity, the provisions of Section 197 of the Companies Act, 2013 is not applicable. However, as good corporate governance the Board of Directors of the Company hereby seek approval of the members for the payment of remuneration to Mrs. Ina Dani.

The Board recommends Resolution set out at Item no. 4 as an Ordinary Resolution for the approval of the members.

Except Mrs. Ina A. Dani, None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out.

## Registered Office

204, Welspun House, Kamala City,  
Lower Parel West,  
Mumbai- 400013.  
Contact: (022)40016500  
Email: [sec@geetanjalogroup.in](mailto:sec@geetanjalogroup.in)  
Website: [geetanjalogroup.in](http://geetanjalogroup.in)

Date: 24<sup>th</sup> January, 2024  
Place: Mumbai



By Order of the Board  
For Geetanjali Trading and Investments  
Private Limited

*Namita Tiwari*

**Namita Tiwari**  
Company Secretary  
(Membership No: F12625)