

## **G- TECH INFO-TRAINING LIMITED**

CIN NO:- L67120MH1994PLC080449

**Regd Office:** Office No. 1, 1st Floor, Laura Building, Near Metro Cinema,  
Marine Lines, Mumbai- 400 002.

Tel: 655 631 44; Email- id: [gtechinfold@gmail.com](mailto:gtechinfold@gmail.com)

### **NOTICE**

Notice is hereby given that the 20<sup>th</sup> Annual General Meeting of the Members of **G-Tech Info-Training Limited** will be held on the 29<sup>th</sup> day of September, 2014 at the Registered office of the Company situated at Office No. 1, 1<sup>st</sup> Floor, Laura Building, Near Metro Cinema, Marine Lines, Mumbai- 400 002 at 9.00 a.m. to transact the following business items:

### **ORDINARY BUSINESS:**

**Item No. 1:** To receive consider & adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and Profit and Loss account for the year ended on that date together with Reports of the Board of Directors and Auditors thereon.

**“RESOLVED THAT** the Audited Balance Sheet and Profit and Loss Account as on 31<sup>st</sup> March, 2014, together with Directors’ Report, Auditors’ Report Notes to Accounts for the year ended 31<sup>st</sup> March, 2014 be and are hereby received, approved and adopted.”

**Item No. 2:** To appoint a Director in place of Mr. Deepak Jambodaker(DIN:05235399) who retires by rotation and being eligible, offers himself for re-appointment.

**“RESOLVED THAT** in accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Deepak Jambodaker, (DIN:05235399) Director of the Company, who retires at this Annual General Meeting and has offered himself for re-appointment, be and is hereby re- appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby authorized to do all such acts, deeds and things which are necessary to give effect to the aforesaid resolution.”

**Item No.3: To appoint the Statutory Auditors of the Company and fix their Remuneration.**

**“RESOLVED THAT** pursuant to the provisions of section 139(2) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, **M/s. Verma Mehta & Associates**, Chartered Accountants, Mumbai be and is hereby re-appointed as the Statutory Auditors of the Company to hold office for term of 5 years from the conclusion of this Annual General Meeting till the conclusion of the 25<sup>th</sup> Annual General Meeting, subject to ratification by the members at every Annual General Meeting to be held during the period on such remuneration as may be determined by the Board of Directors of the Company, for the year 2014 -2015.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby authorized to do all such acts, deeds and things which are necessary to give effect to the aforesaid resolution.”

**SPECIAL BUSINESS:**

**Item No.4: To consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary resolution:**

**“RESOLVED THAT** pursuant to the provisions of section 149, 150, 152 and any other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and clause 49 of the Listing Agreement entered into with the stock exchange Shri Rajesh Dinkar Jadhav (DIN: 05235458) be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 years i.e. ( 2014-15 to 2018-19) from conclusion of this Annual General Meeting till the conclusion of the 25<sup>th</sup> Annual General Meeting and shall not be liable to retire by rotation.”

**Item No.5:** To consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of section 149 150,152 and any other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof for the time been in force) read with Schedule IV to the Companies Act, 2013 and clause 49 of the Listing Agreement entered into with the stock exchange, Shri. Ganesh Shankar Budbadkar (DIN: 05342943) be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 years i.e. ( 2014-15 to 2018-19) from conclusion of this Annual General Meeting till the conclusion of the 25<sup>th</sup> Annual General Meeting and shall not be liable to retire by rotation.”

**Item No.6:** To consider and, if thought fit, to pass the following resolution which will be proposed as a Special Resolution:

**“RESOLVED THAT** in accordance with Sections 164, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule V to the Act and subject to the approval by a resolution of the shareholders in general meeting, Shri Sangramkumar Das be and is hereby appointed as Managing Director of the company for a period of five years commencing from conclusion of this Annual General Meeting till the conclusion of the 25<sup>th</sup> Annual General Meeting, on the terms and conditions contained in the agreement, draft whereof was laid on the table of the meeting and initialed by the chairman of the meeting as a mark of identification, and the same agreement be executed between the company and Shri Sangramkumar Das on the day the managing director assumes charge of the office.

**RESOLVED FURTHER THAT** the Board of directors of the company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution.”

**By Order of the Board of Directors**

**Sd/-**

**Sangramkumar Das**  
**Director**

**DIN: 05235448**

**Place:** Mumbai.

**Date:** 4<sup>th</sup> September, 2014

**NOTES:**

- **A MEMBER ENTITLED TO VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members of the Company and the Share Transfer Books of the Company shall remain closed from 25<sup>th</sup> September, 2014 to 27<sup>th</sup> September, 2014 **(both days inclusive)**.
- Additional information, pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, in respect of directors recommended for appointment/re-appointment at the Annual General Meeting, and the Explanatory Statement pursuant to section 102(2) of the Companies Act, 2013 in respect of special business under item 4 to 6 are annexed hereto.
- In terms of Section 152 of the Companies Act, 2013, Mr. Deepak Jambodaker, Director, of the Company is liable to retire by rotation at the ensuing Annual General Meeting. Being eligible, the aforesaid Director have offered himself for re-appointment. The Board of Directors of your Company recommends his re- appointment.
- Members holding shares in Electronic form are requested to intimate immediately to the Depository Participants (DP) the changes, if any, in their registered address, Bank account number / details etc. at an early date by quoting ledger folio numbers /DP Identity and Client Identity Numbers in all their correspondences.
- All documents referred to in the accompanying Notice and explanatory statements are open for inspection at the registered office of the Company on all working days between 11:00 a.m. to 1:00 p.m. on all days except Saturday , Sunday and public holidays from date hereof upto the date of the Annual General Meeting.

**Members holding Shares in physical form are requested to notify/ send the following to the Company or Share Transfer Agent to facilitate better services:**

- Any change in their address/mandate/bank details.
- Share certificates(s), held in multiple accounts in identical names or joint accounts in the same order of means, for consolidation of such shareholding into one account.

**Members are requested:**

- To bring copies of Annual Report, Notice and Attendance Slip duly completed and signed at the meeting.
- To quote their folio/identification Nos. in all their correspondences.
- 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.
- Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the Annual General Meeting of the Company.

## PROCEDURE FOR E-VOTING FOR SHAREHOLDERS:

The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting for AGM. The instructions for e-voting are as under:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li><li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li></ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"><li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter <b>the number of shares held by you as on the cut off date</b> in the <b>Dividend Bank details field</b>.</li></ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (xii) On the voting page, you will see **“RESOLUTION DESCRIPTION”** and against the same the option **“YES/NO”** for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on **“SUBMIT”**. A confirmation box will be displayed. If you wish to confirm your vote, click on **“OK”**, else to change your vote, click on **“CANCEL”** and accordingly modify your vote.
- (xv) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on **“Click here to print”** option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- **Institutional shareholders** (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xviii) The voting period **begins on 26/09/2014(9.00am) and ends on 27/09/2014 (6.00pm)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **22/08/2014**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (xiv) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xx) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **22/08/2014**.
- (xxi) Mr. Suhas Ganpule, Proprietor of M/s SG & Associates, Practicing Company Secretaries (CP No. 5722) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxii) The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (xxiii) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (2) OF THE COMPANIES ACT, 2013.**

**1. Details of Non Executive Independent Director:**

In terms of Section 149,152 and any other applicable provisions of the Companies Act, 2013 and read with rules under the Companies(Appointment and Qualification of Directors) Rules,2014(including any statutory modification(s) or re-enactment thereof for the time being in force) and schedule IV of the Companies Act, 2013 and in compliance with the Listing Agreement as amended from time to time, Mr.Rajesh Jadhav is proposed to be appointed as Independent Director from 29<sup>th</sup> September, 2014 for a period of 5 years to 28<sup>th</sup> September,2019. As per Companies Act, 2013 Independent Directors is not liable to retire by rotation.

The Board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail services of Mr. Rajesh Jadhav as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Rajesh Jadhav as an Independent Director for approval by the shareholders of the company.

Except Mr. Rajesh Jadhav, being an appointee, none of the Directors of the company and their relatives are concerned or interested, in the resolution set out in Item no 4.

**2. Details of Non Executive Independent Director:**

In terms of Section 149,152 and any other applicable provisions of the Companies Act, 2013 and read with rules under the Companies( Appointment and Qualification of Directors) Rules,2014(including any statutory modification(s) or re-enactment thereof for the time being in force) and schedule IV of the Companies Act, 2013 and in compliance with the Listing Agreement as amended from time to time , Mr.Ganesh Budbadkar is proposed to be appointed as Independent Director from 29<sup>th</sup> September, 2014 for a period of 5 years to 28<sup>th</sup> September,2018. As per Companies Act, 2013 Independent Directors is not liable to retire by rotation.

The Board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail services of Mr. Ganesh Budbadkar as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Ganesh Budbadkar as an Independent Director for approval by the shareholders of the company.

Except Mr. Ganesh Budbadkar, being an appointee, none of the Directors of the company and their relatives are concerned or interested, in the resolution set out in Item no 5.

### **3. Details of Appointment of Managing Director:**

The Board of directors of the company at their meeting held on 4<sup>th</sup> September, 2014 appointed Shri Sangramkumar Das as the Managing Director of the Company for a period of five years effective from 29<sup>th</sup> September, 2014 on the terms of appointment and remuneration payable to Shri Sangramkumar Das, Managing Director of the company as are specified in the draft agreement as executed between him and the company.

The Board of directors will also be at liberty to alter, vary otherwise and revise the remuneration including any commission or perquisites payable from time to time within the limits prescribed in Schedule V of the Companies Act, 2013 or any amendment or statutory modifications

The Board recommends resolution mention in Item 6 for your approval.

None of the directors of the company except Shri Sangramkumar Das is concerned or interested in the resolution.

**Place:** Mumbai.

**Date:** 4<sup>th</sup> September, 2014

**By Order of the Board**

**Sd/-**

Sangramkumar Das

**Director**

**DIN: 05235448**



**ANNEXURE TO NOTICE**  
**AS PER CLAUSE 49 OF LISTING AGREEMENT**

Name of the Director:	Deepak Jambodaker	Rajesh Jadhav	Ganesh Budbadkar	Sangramkumar Das
DIN:	05235399	05235458	05342943	05235448
Date of Birth:	18/01/1977	11/05/1972	06/06/1966	01/07/1976
Date of Appointment:	30/09/2013	11/09/2012	30/09/2013	28/07/2012
Brief Resume:	B.Com	Specialised in Taxation, B.Com	Specialised in the field of strategic management and business leadership.	Specialised in Advanced Accounting, Corporate Administration, Corporate Image and Relationships, and Events Management.
Appointment/Re-appointment:	Re-appointment	Re-appointment	Re-appointment	Appointment as Managing Director
No. of shares held in the Company:	Nil	Nil	Nil	Nil
List of Companies held in other Companies:	Nil	Nil	Nil	Nil
List of Committee Membership in other companies:	Nil	Nil	Nil	Nil

## **ATTENDANCE SLIP**

### **G-TECH INFO-TRAINING LIMITED**

(CIN: L67120MH1994PLC080449)

**Regd. Off.:**Office no.1,1<sup>st</sup> Floor, Laura Building, Near Metro Cinema, Marine lines,Mumbai-400002.

**E-mail:-**[gtechinfold@gmail.com](mailto:gtechinfold@gmail.com)**Tel:** 022-65563144.

DPIDNo.*:	Folio.No.:
ClientIDNo.*:	No.ofSharesheld:

NameandaddressoftheShareholder(s)/Proxy holder:

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I / We hereby record my/our presence at the 20<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 29<sup>th</sup> September, 2014 at 9.00 a.m., at Regd. off: Office no.1, 1<sup>st</sup> Floor, Laura Building, Near Metro Cinema, Marine lines,Mumbai-400002.

Member's/Proxy's  
Signature

**Note:**

(Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the Meeting Hall)