

GEETANJALI CREDIT AND CAPITAL LTD

ANNUAL REPORT

2019-20

**Annual General Meeting
Monday, 10th August, 2020**

**At
SCO- 23-24-25, IInd Floor
Sector 34- A
Chandigarh – 160022
At 12:00 P.M.**

**Banker
Oriental Bank of Commerce**

**Auditors
Vishves Shah & Co.
Chartered Accountants,
Ahmedabad**

**Registered Office
SCO- 23-24-25, IInd Floor
Sector 34- A
Chandigarh – 160022.**

**Corporate Office
Shri Sai Sindagi Sona Bazar Complex, (saraf Katta)
Sheelavantar Oni,
Hubballi 580020, Karnataka**

Board of Directors

**Vitthal Kumar Jajoo
Director (DIN: 03245882)**

**Sumudrasingh Rajusingh Rathod
Director (DIN: 07948260)**

**Ashok Kumar Mathur
Director (DIN: 00752964)**

NOTICE

Notice is hereby given that the 30th Annual General Meeting of the members of Geetanjali Credit And Capital Limited will be held at 12.00 P.M. on, Monday 10th day of August, 2020 at SCO 23-24-25, IInd Floor, Sector 34-A, Chandigarh - 160022 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Balance Sheet as at 31st March, 2020, Profit & Loss Account and Cash Flow Statement of the Company for the year ended on that date together with reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sumudrasingh Rajusingh Rathod (DIN: 07948260), who retires by rotation, and being eligible offers himself for re-appointment.

3. Ratify the Appointment Of Statutory Auditors:

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

To ratify the appoint M/s. Vishves A Shah & Co., Chartered Accountants, Ahmedabad, as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting, until the conclusion of next Annual General Meeting to be held in 2021 and to fix their remuneration for the financial year ending 31st March, 2021.

SPECIAL BUSINESS:

4. Shifting of Registered Office from the Union Territory of Chandigarh to State of Karnataka.

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

“RESOLVED THAT, pursuant to the provisions of section 13(4) read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and subject to the confirmation of the Regional Director/Central Government the consent of the members of the Company be and are hereby accorded to shift the registered office of the Company from the Union Territory of Chandigarh to State of Karnataka.

“RESOLVED FURTHER THAT, the Clause No. II of the Memorandum of Association of the Company be and is hereby substituted by the following: “The Registered Office of the Company shall be situated in the State of Karnataka.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company.”

**By order of the board of directors
For, Geetanjali Credit and Capital Limited**

Sd/-

**Place: Chandigarh
Date: 16.07.2020**

**Sumudrasingh Rathod
(Director)
DIN: 07948260**

NOTES:

1. A statement giving the relevant details of the directors seeking re-appointment under Item No. 4, of the accompanying Notice, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") is annexed herewith.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the company. The instrument appointing proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.
3. A person can act as a proxy on behalf of Members not exceeding fifty in number 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 a proxy and such person shall not act as proxy for any other person or shareholder.
4. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution along with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from 04th August, 2020 (Tuesday) to 10th August, 2020 (Monday) (both days inclusive) for the purpose of Annual General Meeting.
6. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 related to the special business is annexed.
7. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/FolioNo.
8. 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 at the Meeting.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their d-mat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Share Transfer Agent or Company.
10. Members are requested to notify the change of address, if any, to the Company.
11. Members are requested to d-materialize their physical shareholding at the earliest. Your Company has d-materialization connectivity with both NSDL & CDSL and the ISIN of the Company is INE263R01010.
12. To prevent fraudulent transaction, Members are advised to exercise due diligence and notify the Company any change in address or demise of any Members as soon as possible. Members are also advised not to leave their d-mat account(s) dormant for a long. Periodic statement of holding should be obtained from the concerned DP and holding should be verified.
13. The route map showing direction to reach the venue of the 30th AGM is annexed to the notice.

VOTING THROUGH ELECTRONIC MEANS:

- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Geetanjali Credit And Capital Limited (“the Company”) is pleased to offer e- voting facilities to the Members to cast their votes electronically on all the resolutions set forth in the Notice convening the 30th General Meeting (“AGM”) scheduled to be held on 10/08/2020, at 12:00 P.M. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide e-voting facility. The e- voting facility is available at the link www.evotingindia.com
- The voting period begins at 10.00 A.M. IST on August 07th, 2020 (Friday) and ends at 5.00 p.m. IST on September 09th, 2020 (Sunday). During this period, Members of the Company, holding shares either in physical form or in dematerialized form (as on the cut-off date which is August 3rd, 2020), may cast their vote electronically. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on this cut-off date. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. IST on August 9, 2020.
- The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. August 3, 2020.
- 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, i.e. August 3, 2020 only shall be entitled to avail the facility of remote e-voting.
- The Company has appointed Mr. Ajit M. Santoki, Practicing Company Secretary, Ahmedabad, as the scrutinizer for conducting the e-voting process in a fair and transparent manner and he will submit his report to the chairman after the conclusion of voting.
- The Results shall be declared on or after the Annual General Meeting (AGM). The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.geetanjalicreditcapital.com and communicated to the Bombay Stock Exchange Limited, on which shares of the Company are listed.

Specific Instructions and process to be followed for e-voting:

- i) Log on to the e-voting website www.evotingindia.com during the voting period.
- ii) Click on the “Shareholders” tab
- iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- iv) Now Enter your UserID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
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 d-mat form and had logged on to 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 D-mat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both d-mat shareholders as well as physical shareholders) 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 8 digits of the sequence number in the PANfield. In case the sequence 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 sequence number 1 then enter RA00000001 in

	the PAN field.
DOB #	Enter the Date of Birth as recorded in your d-mat account or in the company records for the said d-mat account or folio in dd/mm/yyyy format.
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your d-mat account or in the company records for the said d-mat account or folio. # 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 the member id / folio number in the Dividend Bank details field.

- viii) After entering these details appropriately, click on “SUBMIT” tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in d-mat 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 d-mat 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 D-mat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Shareholders can also use Mobile app - “m - Voting” for e voting . m - Voting app is available on Apple , Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
- xix) Note for Institutional Shareholders**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details they have to create a compliance user should be created who would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the

Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xx) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

**By order of the board of directors
For, Geetanjali Credit and Capital Limited**

Sd/-

**Place: Chandigarh
Date: 16.07.2020**

**Sumudrasingh Rathod
(Director)
DIN: 07948260**

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

Item no. 4

Presently the Company's Registered Office is situated in the Union Territory of Chandigarh. Further, the Company is in the business of Finance and Investments for which more potential is seen in the Karnataka. Management has decided to start business from Karnataka as they have seen potential of Finance business in Karnataka. Therefore, it is very difficult to co- ordinate the matters from the Union Territory of Chandigarh to the State of Karnataka discharge the statutory obligations related to the registered office.

And since the state of Karnataka is a very advance state in the industrialization of business and has a potential market, therefore if the registered office of the Company is shifted to Karnataka, it shall help to carry on the business activities more economically and efficiently and also help to enlarge the area of its business operations.

The Board considered that in terms of the provisions of section 13(4) of the Companies Act, 2013, the registered office of the Company may be shifted from one state to another by way of approval of the members with special resolution and confirmation of the Company Law Board/Central Government.

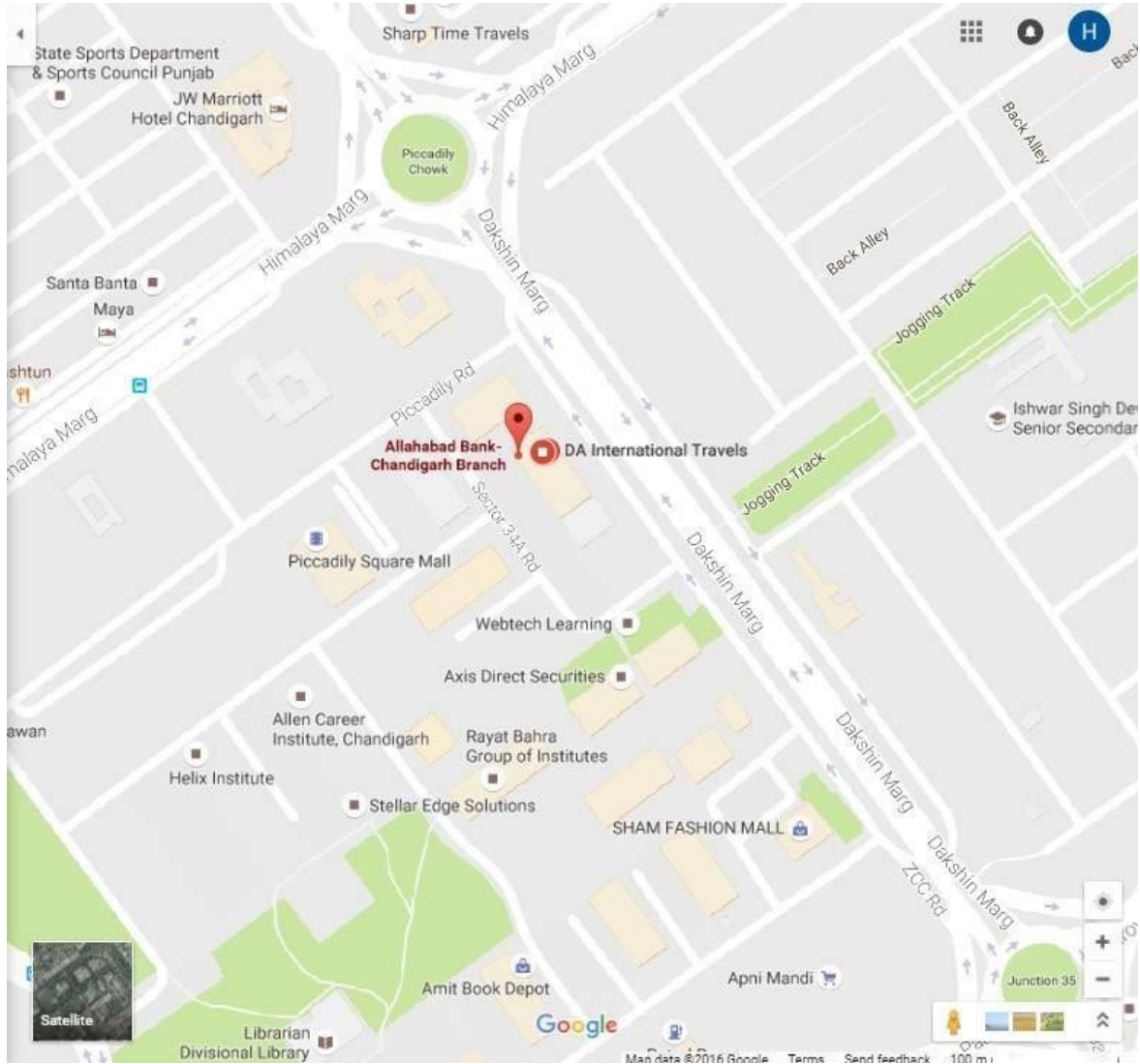
**By order of the board of directors
For, Geetanjali Credit and Capital Limited**

Sd/-

**Place: Chandigarh
Date: 16.07.2020**

**Sumudrasingh Rathod
(Director)
DIN: 07948260**

ROUTE MAP TO THE VENUE OF AGM



Geetanjali Credit and Capital Limited

SCO 23-24-25, IInd Floor,
Sector 34-A, Chandigarh – 160022