



29th Annual Report 2022-23

Gogia Capital Services Limited

CIN: L74899DL1994PLC059674

<https://www.gogiacap.com/>

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CORPORATE INFORMATION

COMPANY NAME	GOGIA CAPITAL SERVICES LIMITED
CIN	L74899DL1994PLC059674
BOARD OF DIRECTORS	<div> <div>Mr. Satish Gogia</div> <div>Managing Director</div> </div> <div> <div>Mr. Brijesh Saxena</div> <div>Whole Time Director</div> </div> <div> <div>Ms. Sonica Arora*</div> <div>Independent Director</div> </div> <div> <div>Mr. Rajiv Kapur</div> <div>Independent Director</div> </div> <div> <div>Ms. Bharti Rana</div> <div>Chief Financial Officer</div> </div> <div> <div>Mr. Simarjeet Singh Baweja</div> <div>Non Executive Director</div> </div> <div> <div>Mrs. Aarti Tanwar**</div> <div>Independent Director</div> </div> <p>*ceased to be Independent director pursuant upon her resignation letter dated 04th May, 2023</p> <p>**Appointed as an Additional Non-Executive Independent Director in Board Meeting held on 26th June, 2023, subject to approval of members in ensuing AGM.</p>
COMPLIANCE OFFICER	Ms. Bharti Rana (Company Secretary)
BANKERS	Axis Bank Limited
AUDITORS	M/s Sandeep Kumar Singh & Co, Chartered Accountants (FRN: 035528N)
SECRETARIAL AUDITOR	M/s Manish K and Associates, (Practising Company Secretaries), 214, Durga Chambers, DB Gupta Road, Karol Bagh, Delhi-110 005.
LEGAL ADVISORS	Luthra & Luthra 103, Ashoka Estate Barakhamba Road, New Delhi - 110 001
REGISTERED OFFICE	The Capital Court, 6th Floor, Olof Palme Marg Munirka, New Delhi - 110 067
WEBSITE ADDRESS	www.gogiacap.com
REGISTRAR AND SHARE TRANSFER AGENT	MAS SERVICES LTD. T-34, Second Floor, Okhla, Industrial Area, Phase II, New Delhi - 110 020
INVESTOR COMPLIANT	<div>Mrs. Bharti Rana</div> <div>Contact No.: 011- 49418850</div> <div>Email id: compliance@gogiacap.com</div>

NOTICE

Notice is hereby given that the 29th Annual General Meeting of the Members of **Gogia Capital Services Limited** will be held on Monday, 31st July, 2023 at 10.30 A.M. at the Registered Office of the Company at The Capital Court, 6th Floor, Olof Palme Marg Munirka, New Delhi 110067 to transact the following businesses:

ORDINARY BUSINESSES:-

1. **Adoption of Financial Statements**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023, together with the Report of the Board of Directors and the Auditors thereon.

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

“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.**

“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.

SPECIAL BUSINESS:-

1. **Regularisation of appointment of Additional Non-Executive Independent Director, Mrs. Aarti Tanwar (DIN: 10144932) 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. Aarti Tanwar [DIN: 10144932], 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 26th June 2023 to 25th June 2028.

By order of the Board of Directors

Sd/-

Bharti Rana

Company Secretary

Date: 05th July, 2023

Place: Delhi

NOTES:

1. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice. The Board of Directors, having deemed it as unavoidable, proposes to seek approval of members for business stated at **Item No. 1 of Special Business.**

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A 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.

3. 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.
4. During the period beginning 24 hours before the time fixed for the commencement of the Annual General Meeting and till the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the company, provided that not less than three days of notice in writing is given to the company.
5. Members / proxies / authorised representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
6. Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
7. 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.
8. The Register of Members and the Share Transfer books of the Company will remain closed from Monday, 24th July, 2023 to Monday, 31st July, 2023 (both days inclusive) for the Meeting.
9. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Company, for consolidation into a single folio.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Meeting.

11. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Meeting.
12. Members requiring any information/clarification on Annual Report / having any complaints are requested to address their queries at the Company's Registered Office at The Capital Court, 6th Floor, Olof Palme Marg Munirka, New Delhi 110067 or e-mail the queries to compliance@gogiacap.com. Queries on Annual Report may be sent to the company at least seven days before the date of the meeting so that requisite information is made available at the meeting.
13. All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except Saturday, during business hours up to the date of the Meeting.
14. Further, as required under regulation 36(3) of the Listing Regulations and the provisions of the Secretarial Standard on General Meetings, details of the directors, who are being appointed/re-appointed is annexed hereto.
15. Relevant documents referred to in accompanying Notice and the explanatory statement, registers and all other documents will be available for inspection in electronic mode. Members can inspect the same by sending an email to compliance@gogiacap.com.
16. SEBI has mandated that any service request from members holding securities in physical mode shall be entertained only upon registration of the PAN, KYC details and nomination. The folios wherein any one of the said document/details are not updated on or after 1 April 2023 must have frozen by the RTA. Further, such member will not be eligible to receive dividend (if any), in physical mode.
17. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective DPs, where shares are held in demat mode.
18. SEBI vide its circular dated 25 January 2022, has mandated that the listed companies shall henceforth issue the securities in dematerialized form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold shares in physical form are advised to dematerialize their holdings.
19. In compliance with relevant MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for financial year 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. For any communication, the shareholders may also send requests to the designated email address of the Company i.e. compliance@gogiacap.com
20. The instructions and other information relating to E-voting are as under:
 1. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered at the Annual General Meeting (AGM) 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 AGM ("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 cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Friday, 28th July, 2023 (9.00 am) and ends on Sunday, 30th July, 2023 (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 18th July, 2023, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted 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 email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :
 - i. Open email and open PDF file viz; “remote 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.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file “remote e-voting.pdf”.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - iii. Click on Shareholder – Login
 - iv. Put your user ID and password (the initial password mentioned in the e-mail sent by NSDL to shareholders whose email addresses are registered with the company/depository participant(s) or mentioned in the postal ballot form) and verification code as displayed. 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 arpitgargcs@gmail.com with a copy marked to evoting@nsdl.co.in and compliance@gogiacap.com.

- B. In case a Member receives physical copy of the Notice of AGM [for members whose email 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 AGM :

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD

- 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 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.

NOTE: Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No + Folio No).

- 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 i.e. on 18th July, 2023.

- X. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 18th July, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

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?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. 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 ballot paper.

A person who is not a member as on the cut-off date should treat this notice for information purpose.

- XII. Mr. Arpit Garg of M/s Arpit Garg and Associates, Practicing Company Secretary (ACS No. 60674, C.P No. 22703) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- XIII. 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 “remote e-voting” or “Ballot Paper” or “Polling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- XIV. The Scrutinizer shall after the conclusion of voting at the AGM, 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 AGM, 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.
- XV. On submission of the report by the scrutinizer, the result of voting at the meeting and e-voting shall be declared. The Results along with the Scrutinizer's Report shall be placed on the Company's website <https://www.gogiacap.com> and BSE Limited www.bselimited.com. Result will be declared forthwith on receipt of the Report of the Scrutinizer.

By order of the Board of Directors

Sd/-

Bharti Rana

Company Secretary

Date: 05th July, 2022

Place: Delhi