

## NOTICE OF EXTRA- ORDINARY GENERAL MEETING

**NOTICE** is hereby given that 01<sup>st</sup> Extra-Ordinary General Meeting for the FY 2023-24 of M/s GOVE FINANCE LIMITED will be held at **SHORTER NOTICE** on **Wednesday, the 25<sup>th</sup> day of October, 2023 at 10.00 A.M.** at the Registered Office of the Company situated at 199 (Old No. 144) Anna Road, Chennai – 600 002 to transact the following business:

### **SPECIAL BUSINESS:**

- 1. Creation of charges on the moveable and immovable properties of the Company both present and future in respect of Borrowings.**

To pass with or without modifications the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), the rules notified thereunder, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include any committee(s) thereof constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) for creation of such mortgages, charges and hypothecations as may be necessary, in addition to the existing charges, mortgages and hypothecation created by the Company and to transfer, sell or dispose of all or any part of the moveable or immovable properties of the Company, wherever situated, both present and future, in such manner as the Board may deem fit, in favour of financial institutions, investment institutions, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as the "Lending Agencies") and Trustees for the holders of debentures/bonds and/or other instruments to secure borrowings of the Company availed / to be availed by way of rupee term loans/foreign currency loans, debentures, bonds and other instruments provided that the total amount of such loans/borrowings shall not at any time exceed **Rs 250 crores** together with interest, costs, charges, expenses and any other money payable under the respective arrangement to be entered into/ be entered by the company to the concern lenders.

**RESOLVED FURTHER THAT** the Board of Directors or such person/s or such committee (by whatever name called), be and are hereby severally authorized to execute such documents/ deeds/ writings/ papers/ agreements as may be required and to do all such acts, deeds, matters and things, as they may, in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise with respect to creation of mortgage/ charge as aforesaid.”

**Corporate Office :** India Garage Building, Old No 184, New No. 239, 3rd Floor, Anna Salai, Chennai - 600 006.  
Phone : 044-28884204-09 / 28884212-215 Customer Care : 90030 33533. Tamil Nadu.  
Email : care@govefinance.in, Website : www.govefinance.in

**Reg. Office :** GOVE Building, 1st floor, Old No. 144, New No. 199, Anna Salai, Chennai – 600 002. Tamilnadu.  
CIN No : U65921TN1983PLC010029 / GSTIN (TN) : 33AAACG2117P1ZQ.

## 2. Adoption of Articles of Association as per the provisions of the Companies Act, 2013

To pass with or without modifications the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 5,14 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re- enactment thereof for the time being in force), and subject to the necessary approval(s), permissions, consents and sanctions required, if any by the statutory authority and all other applicable laws and regulations if any, the draft regulations contained in the Articles of Association submitted to this Meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** any of the Director of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard.”

By order of the Board  
For Gove Finance Limited  
SD/-  
Arun Vellore Surendra  
Managing Director  
DIN.: 01617103

Place: Chennai

Date: October 21, 2023

### Notes:

- 1) *A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and a proxy need not be a member of the Company. The instrument appointing the proxy should, however be deposited at the registered office of the Company not less than 48 hours before the Commencement of the Meeting. 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 shareholder.*

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- 2) *Corporate Members intending to nominate their authorized representatives to attend the Meeting are requested to forward a certified copy of the Board Resolution, authorizing their representatives to attend and vote on their behalf at the Meeting and at any adjournment thereof.*
- 3) *A Statement to be annexed to the Notice pursuant to the Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Extra-Ordinary General Meeting is attached.*
- 4) *Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.*
- 5) *Shareholders are requested to tender their attendance slips at the registration counters at the venue of the EGM and seek registration before entering the meeting hall.*
- 6) *Members are requested to register their e-mail address (if not provided earlier) and changes if any, therein, to enable the Company to send all communications to Members in electronic mode.*
- 7) *Altered copy of Articles of Association referred to in the accompanying Notice and in the Explanatory Statements or as required under the Companies Act, 2013 are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours upto the date of the Meeting.*
- 8) *In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the EGM is enclosed.*
- 9) *In case the shares of the Company are held by a member in dematerialized form, such member shall register his / her/ its email address in the demat account maintained with the depository participant.*
- 10) *This is a meeting called by shorter notice after receipt of consent from requisite shareholders.*

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**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS  
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“the Act”)**

**Item No.1: Creation of charges on the moveable and immoveable properties of the Company both present and future in respect of borrowing:**

**Meaning, scope and implications of the material fact of item of business to enable members to take appropriate decision;**

The Company at the 40<sup>th</sup> Annual General Meeting held on 13<sup>th</sup> September, 2023 had increased their borrowing powers to Rs 250 crores in view of the increased volume of operations. Consequent to increase in the borrowing limits of the Company it would be necessary to obtain the approval of shareholders for creation of charge on properties of the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013. The Board in its meeting held on 21/10/2023, accorded consent to create security to secure borrowings up to Rs.250 Crores. Creation of security on the assets of the Company which may mean or include whole or substantially the whole of undertaking of the Company requires consent of shareholders.

As per section 180 (1) (a) and applicable provisions of the Companies Act, 2013, read with relevant Rules, the consent of the members by way of special resolution is required for creation of charge/hypothecation/ mortgage on the assets of the Company involving substantial portion of its Assets. Accordingly, the approval of the members of the Company is sought for the Resolution as set out at Item No.1 of the Notice by way of Special Resolution.

**Relevance of the resolution to any Other Company:**

As the proposed resolution does not relate to or affects any other Company, disclosure of the extent of shareholding interest in that other Company of every Promoter, Director, Manger and of other Key Managerial Personnel of the Company holding not less than two (02) percent of paid up capital of that Company is not applicable .

**Inspection of Documents:**

All documents referred to in the Notice will be available for inspection by the members at the registered office of the Company and will also available for inspection by the members on all working days between 11.00 a.m. to 1.00 p.m. prior to the date of Extra-ordinary General Meeting and at the meeting.

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**ITEM No. 2: Adoption of Articles of Association as per the provisions of the Companies Act, 2013**

**Meaning, scope and implications of the material fact of item of business to enable members to take appropriate decision;**

The Existing Articles of Association of the Company are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 that are no longer in conformity with the Act.

In view of the above, it is necessary to re-align & substitute the existing Articles of Association as per provisions of the Companies Act, 2013 by adopting Table F of the act.

The Board at its meeting held on 21st October, 2023 had approved alteration of the AOA of the Company and the Board now seek Members' approval for the same.

Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company.

The Board recommends the Special Resolution set forth in Item No. 2 of the Notice for approval of the Members.

**Inspection of Documents**

A copy of the proposed set of new AOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of EGM. The aforesaid documents are also available for inspection at the EGM.

**Nature of concern or interest of Directors, Key Managerial Personnel and relatives of Directors and Key Managerial Personnel:**

None of the Directors, Key Managerial Personnel (KMP) of the Company and the relative of Directors are concerned or interested, directly or indirectly, financially or otherwise, in the above referred resolution

By order of the Board  
For Gove Finance Limited  
SD/-  
Arun Vellore Surendra  
Managing Director  
DIN.: 01617103

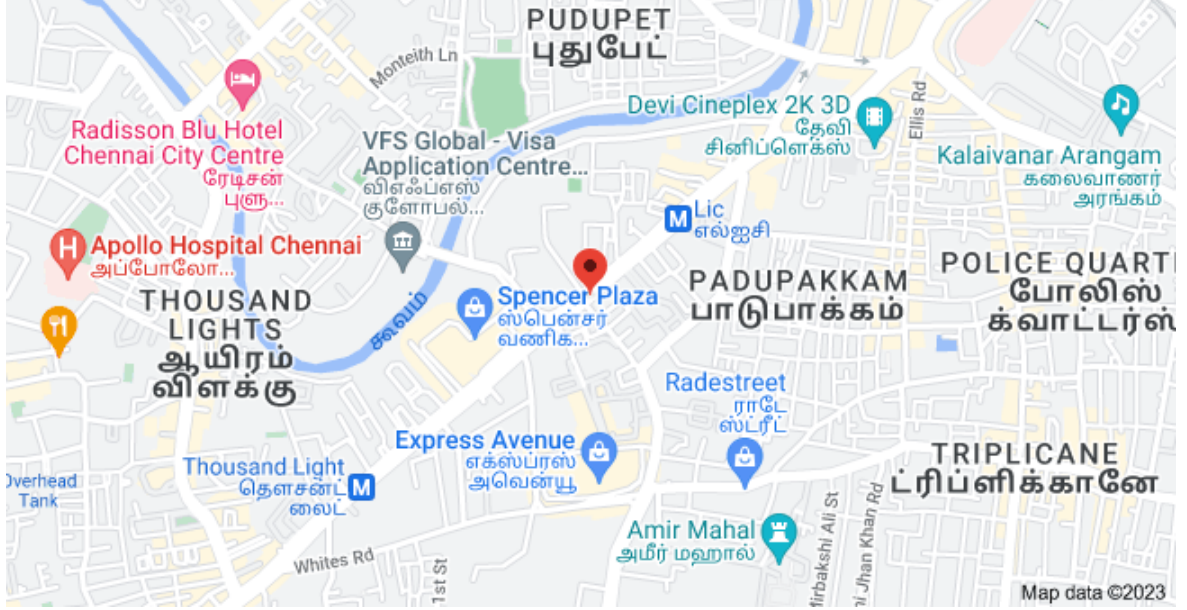
Place: Chennai  
Date: October 21, 2023

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## ROUTE MAP TO THE EGM VENUE

**Venue:** 199 (Old No. 144) Anna Road, Chennai – 600 002



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