

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 41st **Annual General Meeting** of the Members of **GOVE FINANCE LIMITED** will be held on Friday, the 02nd day of August, 2024, at 10.00 A.M at the Registered office of the Company situated at 199 (Old No. 144) Anna Road, Chennai – 600 002.

Ordinary Business

1. Adoption of Audited Financial Statements

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

“**RESOLVED** that the Audited Financial Statements of the Company, for the year ended 31st March, 2024 and the Board's and Auditors' Reports thereon, be and are hereby approved and adopted.”

2. Re-appointment of Mr Arun Vellore Surendra (DIN:01617103), Director retiring by rotation

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

“**RESOLVED** that Mr. Arun Vellore Surendra (DIN: 01617103), who retires by rotation and being eligible has consented for re-appointment and has also been recommended for such re-appointment by the Board of Directors, be and is hereby re-appointed as the Director of the Company whose term of office will be subject to retirement by rotation, on such remuneration as may be approved by the Board of Directors from time to time.”

3. Appointment of M/s G S M K & Associates Chartered Accountants (Firm Registration Number: 010634S) as the Statutory Auditors

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

“RESOLVED that in adherence to the Guidelines for Appointment of Statutory Auditors of NBFCs prescribed by the Reserve Bank of India vide Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 and in terms of Sections 139, 140, 141, 142, and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, M/s G S M K & Associates, Chartered Accountants (Firm Registration Number: 010634S), be and are hereby appointed as Auditors of the Company in place of the retiring Auditors M/s K S Rao, Chartered Accountants, (Firm Registration No: 003109S), to hold such office from the conclusion of this (the 41st) Annual General Meeting (with respect to the financial year ending 31st March 2025, to the conclusion of the 44th Annual General Meeting (with respect to the financial year ending 31st March 2028), on such remuneration, including revisions thereof, as may be approved by the Board of Directors based on the recommendation of the Audit Committee.

SPECIAL BUSINESS:

4. Appointment of Mr. Bangalore Sundara Tiruvadanan (DIN: 02254681) as a Director and approval of his appointment as an Independent Director

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

“RESOLVED THAT pursuant to Sections 149, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable guidelines of the Reserve Bank of India (RBI) and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (“the Board”):

- (i) Mr. Bangalore Sundara Tiruvadanan (DIN: 02254681), who was appointed by the Board as an Additional Director in the designation of Independent Director, who ceases to be an Additional Director in terms of Section 161 of the Act on the date

of the 41st Annual General Meeting ('41st AGM') and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his appointment as a Director at the 41st AGM, be and is hereby appointed as a Director of the Company from the date of the 41st AGM in the designation of Independent Director of the Company as envisaged in Section 149 of the Act; and

- (ii) Approval be and is hereby accorded for the appointment of Mr. Bangalore Sundara Tiruvadanam (DIN: 02254681) as an Independent Director in terms of Section 149 read with Schedule IV of the Act, not liable to retire by rotation, for a term of 5 (five) consecutive years from 26th March 2024 to 25th March 2029, on such remuneration, including fee for participation in the meetings of the Board or a Committee thereof or any other purpose, as may be approved by the Board from time to time, subject to the limits prescribed under Section 197, Schedule V and other applicable provisions of the Act / RBI Guidelines".

**By Order of the Board of Directors
For Gove Finance Limited**

-SD-

**Arun Vellore Surendra
Managing Director
(DIN: 01617103)**

**Place: Chennai
Date: 27.06.2024**

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***
2. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, and the Register of Directors and Key Managerial Personnel and their shareholdings, maintained under Section 170 of the Companies Act, 2013 and all documents referred to in the Notice inter alia will be available for inspection by the members at the registered office of the Company and all

documents referred to in the notice are available for inspection by the members on all working days except Saturdays, Sundays and public holidays between 11.00 a.m. to 1.00 p.m. prior to the date of Annual General Meeting and will also be available for inspection at the Meeting

5. A brief resume of the Directors seeking appointment or re-appointment at Annual General Meeting (AGM), as required under Secretarial Standard-2 on General Meeting, is annexed hereto and forms part of the Notice.
6. In accordance with the proviso to MCA Notification dated the 10th September, 2018 amending Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any modification or re-enactment thereof for the time being in force) transfers of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions. Members can contact the Company or M/s. Cameo Corporate Services Limited for assistance in this regard.
7. There were no unclaimed and unpaid dividend amount lying to credit of the company.
8. Route map to the venue of the AGM is appended.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS

Item no: 3

Appointment of M/s G S M K & Associates., Chartered Accountants (Firm Registration Number: 010634S) as Statutory Auditors of the Company in place of retiring Auditors M/s K S Rao, Chartered Accountants, (Firm Registration No:003109S).

M/s K S Rao, Chartered Accountants, (Firm Registration No: 003109S) were appointed as Statutory Auditors of the Company for a period of 3 years from the conclusion of 38th AGM till the conclusion of 41st AGM and are due for retirement at the conclusion of 41st AGM.

As the retiring Auditors are not eligible for re-appointment in terms of the RBI Guidelines, it is proposed to appoint M/s G S M K & Associates, Chartered Accountants (Firm Registration Number: 010634S) as Auditors for a period of 3 years from the conclusion of ensuing 41st AGM till the conclusion of 44th AGM subject to the approval of members of the Company at remuneration to be fixed by the Board of Directors as may be recommended by the Audit Committee.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution.

Your Directors recommend the Resolution set out in Item No. 3 as an Ordinary Resolution for your approval.

Item no:4

Mr. Bangalore Sundara Tiruvadanam (DIN:02254681), has been appointed as an Additional Director (in the category of Independent Director) of the Company vide circular resolution (BM-01/2023-24) passed by the Board of Directors on March 26, 2024, pursuant to Section 161 of the Companies Act, 2013 (the "Act") based on the recommendation by the Nomination and Remuneration Committee (NRC). Mr. Bangalore Sundara Tiruvadanam qualifies to be appointed as an Independent Director for a term of upto 5 years.

The Board noted that Mr. Bangalore Sundara Tiruvadanam's skills, knowledge, and experience are aligned to the role and capabilities and that he is eligible for appointment as an Independent Director. Also in the opinion of the Board he fulfils the conditions specified under

the Companies Act, 2013 and the rules made thereunder and that he is Independent of the management.

Mr Bangalore Sundara Tiruvadan, a surgeon by profession with over 2 decades of experience managing private practice and over 2 decades of experience spearheading multi-speciality Hospital, under his executive leadership, overseeing training, and managing public relations, demonstrating strong leadership and people management skills. He exemplifies operational expertise in spearheading various departments in the entity and has a strong grasp of business and managerial best practices, managing budgets, building teams & overseeing operations of an entity.

The Board is of the opinion that Mr. Bangalore Sundara Tiruvadan's rich and diverse experience is a valuable asset to the Company which adds value to Board's decision making. In terms of Sections 149 and 152 read with Schedule IV and any other applicable provisions, if any, of the Act and rules made thereunder, it is proposed that Mr. Bangalore Sundara Tiruvadan be appointed as an Independent Director to hold office for a term of five years from March 26, 2024 to March 25, 2029.

Mr. Bangalore Sundara Tiruvadan has confirmed: (a) his eligibility and criteria of independence as provided under Section 149(6) of the Act; (b) he has undertaken registration in the Independent Director's data bank. Further, he has given his consent to be appointed as an Independent Director of the Company.

Since the said appointment has been recommended by the NRC, the requirement of depositing one lakh rupees by a member proposing the candidature of Mr Bangalore Sundara Tiruvadan as a Director of the Company, under Section 160 of the Act, is not applicable.

The Company has received notice in writing from a Member under section 160 of the Act proposing the candidature of Mr Bangalore Sundara Tiruvadan for the office of Independent Director of the Company.

The terms and conditions of appointment as an Independent Director is available for inspection by members on all working days except Saturdays, Sundays and public holidays between 11.00 a.m. to 1.00 p.m. prior to the date of the Annual General Meeting

Other than Mr. Bangalore Sundara Tiruvadan, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested, financial or otherwise in this Resolution.

Your Directors recommend the Resolution set out in Item No. 4 as an ordinary Resolution for your approval.

**By Order of the Board of Directors
For Gove Finance Limited**

-SD-

**Arun Vellore Surendra
Managing Director
(DIN: 01617103)**

**Place: Chennai
Date: 27.06.2024**

ANNEXURE TO THE NOTICE

Information about Directors seeking appointment/re-appointment at the 41st Annual General Meeting

Name of Director	Mr.Arun Vellore Surendra	Mr. Bangalore Sundara Tiruvadan
Director Identification Number (DIN)	01617103	02254681
Designation/category of the Director	Managing Director	Independent Director
Age	48 years	71 years
Date of the first appointment	21/07/2021	26/03/2024
Qualifications	MBA	MBBS
Profile, Experience and Expertise in specific functional areas	With over 20 years of work rich experience in various sectors ranging from automobile franchise, financial services, manufacturing of tractors tillers.	Mr Bangalore Sundara Tiruvadan, has 2 decades of experience managing an entity under his executive leadership, overseeing training, and managing public relations,
	Mr Arun Vellore Surendra leads the chain of auto dealerships for some of the best-known auto brands in the world namely Benz, Porcshe, Ducatti, Kia & Tata, Mahindra etc. He has adequate experience & is been responsible for strategic direction, growth and performance of the entire VST Group & also oversees some of the operations and financial barometers.	demonstrating strong leadership and people management skills. He exemplifies operational expertise in spearheading various departments in the entity and has a strong grasp of business and managerial best practices, managing budgets, building teams & overseeing operations of an entity.
Terms and conditions of appointment	Re-appointment as Director, liable to retire by rotation.	Proposed to be re-appointed as Independent Director in the first term as per resolution no. 4 of the Notice convening the 41 st AGM

		read with explanatory statement thereto.
Remuneration last drawn	Remuneration for FY 2023-24 is Rs 20,00,000/- per annum Sitting Fee: NIL	NIL
Remuneration sought to be paid	No approval is being sought for payment of remuneration	NIL
Directorships held in other companies (Public Companies)	1 -M/s VST Tillers Tractors Limited	NIL
Memberships / Chairmanships of committees across all public companies as on date of this Notice	M/s VST Tillers Tractors Limited Stakeholders Relationship Committee-(member) Risk Management Committee-(member) Nomination & Remuneration Committee-(member) Corporate Social Responsibility Committee- Chairman	NIL
Attendance in Board Meetings held during 2023-24	No. of meetings held: 6 No. of meetings attended: 5	No. of meetings held: 6 No of meetings entitled & attended: 1
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Son of Mr Vellore Krishnamoorthy Surendra, Director	NIL
Shareholding in the Company	32220 Equity shares of Rs.10/- each	NIL

ROUTE MAP TO THE AGM VENUE – GOVE FINANCE LIMITED:

Venue: No.199 Anna Salai Chennai – 600 002

