



## **NOTICE OF ANNUAL GENERAL MEETING**

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**NOTICE IS HEREBY GIVEN THAT THE 01<sup>ST</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF GETALONG ENTERPRISE LIMITED WILL BE HELD ON 02<sup>ND</sup> JULY, 2021 AT 01.00 P.M. AT ITS REGISTERED OFFICE AT OFFICE NO. 402, B-WING, DAMJI SHAMJI CORPORATE SQUARE LAXMI NAGAR GHATKOPAR EAST MUMBAI 400075, TO TRANSACT THE FOLLOWING BUSINESS(ES):**

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### ***ORDINARY BUSINESS (ES):***

#### **1. ADOPTION OF STANDALONE AND CONSOLIDATED FINANCIAL STATEMENT (Ordinary Resolution):**

To receive, consider and adopt the standalone and consolidated financial statements of the Company for the year ended on **31<sup>st</sup> March, 2021**, including the audited Balance Sheet as on **31<sup>st</sup> March, 2021**, and the Statement of Profit and Loss for the year ended on that date along with the Reports of the Directors and Auditors thereon.

#### **2. APPOINTMENT OF AUDITOR OF COMPANY (Ordinary Resolution):**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 141 and 142 of the Companies Act, 2013, **M/s. A Y & Company, Chartered Accountants, Jaipur (Firm Registration No: 020829C)**, be and are hereby appointed as the Statutory Auditor of the Company to audit the accounts for period of five financial years commencing from financial year 2021-22 till the conclusion of Annual General Meeting to be held in the year 2026 at such remuneration to be fixed by the Board in consultation with the Auditor mutually.”



***SPECIAL BUSINESS (ES):***

**3. APPOINTMENT OF MS. PAYAL VIKRAM JAIN AS DIRECTOR OF COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 161(4) of the Companies Act, 2013 and other applicable provisions, if any (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association and pursuant to the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, **Ms. Payal Vikram Jain (DIN: 07053882)** in respect of whom the Company has received Notice from a Member under Section 160 of the Companies Act, 2013 signifying her intention to propose Ms. Payal Vikram Jain (DIN: 07053882) as a candidate for the office of Director, be and is hereby appointed as Non-Executive, Non-Independent Director of the Company and whose period of office will be liable to determination by retirement by rotation.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, **the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company** be and are hereby authorised, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies, Mumbai, Maharashtra.”

**4. TO APPROVE BORROWING POWERS OF THE COMPANY U/S 180(1)(C) OF THE COMPANIES ACT, 2013:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a ***Special Resolution*** for borrowing powers of the Company:



“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby accords its consent to the Board of Directors for borrowing any sum or sums of money from time to time from any one or more of the Company’s Bankers and / or from any one or more other persons, firms, bodies corporate, or financial institutions whether by way of cash credit, advance or deposits, loans or bills discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company’s assets and properties whether movable or otherwise or all or any of the undertakings of the Company notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose such that the total borrowing shall not exceed **Rs. 50,00,00,000/- (Rupees Fifty Crores only)** excluding of any interest or charges but including the borrowing already availed and the Directors are hereby further authorized to execute such deeds and instruments or writings as they think fit and containing such conditions and covenants as the Directors may think fit.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers conferred on it by or under the aforesaid resolution to any Director or to the Company Secretary, as it may consider appropriate in order to give effect to the resolution.”

“**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 finalize, settle and execute such documents / deeds / writings / papers and Agreements as may be required and to take all necessary steps and actions in this regard in order to comply with all the legal and procedural formalities and further to authorize any of its Committee(s)/Director(s) or any Officer(s) of the Company to do all such acts, deeds or things as it may in its absolute discretion deem necessary proper and fit.”



## 5. CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY

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

**“RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modifications or amendments thereto or re-enactments thereof) and in terms of Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by the Resolution) to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the “Assets”) and/or creating a floating charge on the Assets, together with the power to take over the management of the business and concern of the Company in certain events of default, to or in favour of Banks, Debenture Trustees, Firms, Bodies Corporate, Financial Institutions, Insurance Companies, Mutual Funds, Trusts, Investment Institutions, any other persons or any other lenders to secure the amount borrowed by the Company or Subsidiary(ies) of the Company from time to time for the due re-payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of the said borrowings provided that the aggregate indebtedness so secured by the assets do not at any time exceed the value of limits approved under Section 180(1)(c) of the Act.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers conferred on it by or under the aforesaid resolution to any Director or to the Company Secretary, as it may consider appropriate in order to give effect to the resolution.”



**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company, including filing of necessary forms and returns with the Ministry of Corporate Affairs and other concerned Authorities and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the resolution.”

**6. INVESTMENTS, LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF COMPANIES ACT, 2013:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modifications or amendments thereto or re-enactments thereof) and in terms of Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by the Resolution) to give any loan(s) to any other body corporate or person and/or give any guarantee(s) or provide any security(ies) in connection with any loan(s) to any other body corporate or person and/ or to make any investments or acquisition by way of subscription, purchase or otherwise, the securities (including equity shares, preference shares, debentures, or any other kind of instruments, whether convertible or not) of other body corporate, whether in India or outside India, as may be considered appropriate, beneficial and in the interest of the Company, provided that the aggregate of the loans and investments so far made in and the amount or which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities



proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of **Rs. 50,00,00,000/- (Rupees Fifty Crore Only)**, over and above the limits available to the Company of 60% (Sixty Percent) of its paid up share capital, free reserves and securities premium account or 100% (One Hundred Percent) of its free reserves and securities premium account, whichever is more as prescribed under Section 186 of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers conferred on it by or under the aforesaid resolution to any Director or to the Company Secretary, as it may consider appropriate in order to give effect to the resolution.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company, including filing of necessary forms and returns with the Ministry of Corporate Affairs and other concerned Authorities and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the resolution.”

For and on Behalf of the Board of Directors of  
**GETALONG ENTERPRISE LIMITED**

**Date: 10<sup>th</sup> June, 2021**

**Place: Mumbai**

**SD/-  
SWEETY RAHUL JAIN  
MANAGING DIRECTOR  
DIN: 07193077**

**GETALONG ENTERPRISE LIMITED**

CIN: U17299MH2020PLC342847

Office No. 402, B-Wing, Damji Shamji Corporate Square,

Laxmi Nagar, Ghatkopar East, Mumbai - 400075.

Tel No. - 8591343631



**NOTES:**

- a) The statement, pursuant to section 102 of the Companies Act, 2013 with respect to items mentioned items 2-6 forms part of this notice is furnished as Annexure to the Notice.
- b) A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a Member.
- c) Proxies, in order to be effective, must be received at the company's registered office not less than 48 hours before the meeting. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.
- d) Corporate Members intending to send their Authorised Representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the company, authorising their representative to attend and vote on their behalf at the Meeting.
- e) Members/Proxies/Authorised Representatives are requested to bring the duly filled attendance slip enclosed herewith to attend the Meeting.



## **ANNEXURE TO THE NOTICE**

### **Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act")**

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The following Statement set out all material facts relating to Item No. 2 mentioned in the accompanying Notice.

#### **Item No. 2:**

The Board of Directors of the Company, on the recommendation of the Audit Committee, has proposed M/s. A Y & Company (Firm Registration No. **020829C**) Chartered Accountants, 404 ARG Corporate Park, Gopalbari Ajmer Road, Jaipur-302006, Rajasthan, India as the Statutory Auditors of the Company for 5 (five) consecutive Financial Years commencing from 2021-22 to 2025–26. M/s A Y & Company is holding the office of the Statutory Auditors of the Company in casual vacancy, due to resignation of previous auditor M/s. Urvesh Tanna & Company, for the Financial Year 2020 – 21. In accordance with the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. A Y & Company were appointed as the Statutory Auditors of the Company in the Extra-Ordinary General Meeting dated 30<sup>th</sup> January, 2021 to hold office upto the Annual General Meeting for the Financial Year 2020 – 21. In accordance with Section 139(1) of the Companies Act, 2013 and Rule 6 of the Companies (Audit and Auditors) Rules, 2014, M/s A Y & Company is eligible for re-appointment for a term of 5 (five) Financial Years. The Company has also received consent and eligibility letter to act as the Statutory Auditors of the Company, in accordance with the provisions of Section 139 and Section 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

#### **Terms and Conditions of re-appointment are as under:**

|                     |   |
|---------------------|---|
| Term of Appointment | 5 (five) consecutive Financial Years commencing from 2021-22 to 2025–26 and to hold office from the conclusion of 1 <sup>st</sup> Annual General Meeting to the conclusion of 06 <sup>th</sup> Annual General Meeting for the Financial Year ending 31st March, 2026. |
|---------------------|---|





|                     |   |
|---------------------|---|
| Proposed Audit Fees | Fixed remuneration of Rs. 60,000/- (Rupees Sixty Thousand Only) for the Audit Period, payable in one or more installments, exclusive of applicable taxes thereon and reimbursement of out-of-pocket expenses incurred and such other variable remuneration as may be mutually decided between the Auditors and the Board of Directors of the Company. |
|---------------------|---|

The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by M/s A Y & Company during association with the Company. The proposed fees are also in line with the industry benchmarks. The fees for services in the nature of limited review, statutory certifications and other professional work will be in addition to the audit fee as above and will be decided by the management in consultation with the Auditors.

None of the directors and Key Managerial Personnel of the Company or their relatives are in any way, connected or interested, financially or otherwise, in the proposed resolution.

Your Board recommends the resolution at Item No. 2 for your approval as an Ordinary Resolution.

**Item No. 3:**

Notice under Section 160 of the Companies Act, 2013 has been received along with a deposit of Rs. 1,00,000/- from Mrs. Premila Rajesh Soni, member of Company holding 12,800 equity shares for **Ms. Payal Vikram Jain** proposing her appointment as Director of the Company. Requisite consent, pursuant to Section 152(5) of the Companies Act, 2013 and declaration pursuant to Section 164(2) of the Companies Act, 2013 and the rules made thereunder have been received from Ms. Payal Vikram Jain to act as Director, if appointed.



Save and except, Mrs. Sweety Rahul Jain, none of the directors and Key Managerial Personnel of the Company or their relatives are in any way, connected or interested, financially or otherwise, in the proposed resolution.

Your Board recommends the resolution at Item No. 3 for your approval as an Ordinary Resolution.

**Item No. 4:**

The Company requires to borrow funds from time to time to meet both its short term and long terms business objectives, from various external agencies like banks, financial institutions, bodies corporate, individuals or other kind of lenders. According to section 180 (1) (c) of the Companies Act, 2013, the total amount of such borrowings as well as the outstanding at any time cannot exceed the aggregate of paid up capital and free reserves of the Company, except with the consent of the members. The Company felt that the said limit is not adequate and needs enhancement, accordingly the resolution has been proposed to increase the limits of borrowing to Rs. 50.00 Crores.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

Your Board recommends the resolution at Item No. 4 for your approval as an Ordinary Resolution.

**Item No. 5:**

Members of the Company are further to note that section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the Company, only with the approval of the members of the Company by way of special resolution.



Explanation (i) to section 180(1)(a) of the Companies Act, 2013 states that the meaning of an “undertaking” shall mean an undertaking in which the investment of the Company exceeds twenty per cent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total income of the Company during the previous financial year.

Explanation (ii) to section 180(1)(a) of the Companies Act, 2013 states that the meaning of “substantially the whole of the undertaking” in any financial year shall mean twenty per cent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

Your Board recommends the resolution at Item No. 5 for your approval as an Ordinary Resolution.

**Item No. 6:**

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly,

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

*exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.* Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.



As per the latest audited Balance Sheet of the Company as on 31st March 2021, sixty per cent of the paid-up share capital, free reserves and securities premium account amounts to Rs. 1.61 Crores while one hundred per cent of its free reserves and securities premium account amounts to Rs. 1.60 Crores. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees / securities in connection with a loan, as the case may be, is Rs. 1.61 Crores. The Company proposes to make investment and in order to enable the Company to do so the enhanced limit is to be set.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Hence, the Special Resolution at Item No. 6 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

The Directors recommend the Special Resolution as set out at Item No. 6 of the accompanying Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

For and on Behalf of the Board of Directors of

**GETALONG ENTERPRISE LIMITED**

**Date: 10<sup>th</sup> June, 2021**

**Place: Mumbai**

**SD/-  
SWEETY RAHUL JAIN  
MANAGING DIRECTOR  
DIN: 07193077**



**ATTENDANCE SLIP**

**01<sup>ST</sup> ANNUAL GENERAL MEETING OF GETAONG ENTERPRISE LIMITED DATED  
02<sup>ND</sup> JULY, 2021 AT 01:00 P.M.**

| <b>Regd. Folio No.</b>    |  | <b>Name &amp; Address of the registered Shareholder</b> |
|---------------------------|--|---|
| <b>No. of Shares held</b> |  |   |

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the **01<sup>ST</sup> ANNUAL GENERAL MEETING** of the Company being held on **02<sup>nd</sup> July, 2021** at **OFFICE NO. 402, B-WING, DAMJI SHAMJI CORPORATE SQUARE, LAXMI NAGAR, GHATKOPAR EAST, MUMBAI - 400075.**

.....  
Member's/Proxy's Signature



**Form No. MGT-11**

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

|                          |  |
|--------------------------|--|
| CIN :                    |  |
| Name of the Company :    |  |
| Registered Office :      |  |
| Name of the member (s) : |  |
| Registered address :     |  |
| E-mail Id :              |  |
| Folio No/ Client Id      |  |

I/We, being the holder (s) of ..... shares of the above named company, hereby appoint

|    |                       |  |           |  |
|----|-----------------------|--|-----------|--|
| 1. | Name                  |  | Signature |  |
|    | Address               |  |           |  |
|    | E-mail Id             |  | Signature |  |
|    | or failing him        |  |           |  |
| 2. | Name                  |  | Signature |  |
|    | Address               |  |           |  |
|    | E-mail Id             |  | Signature |  |
|    | <b>or failing him</b> |  |           |  |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **01<sup>st</sup> Annual General Meeting** of the Company, to be held on **02<sup>nd</sup> July, 2021 at 01:00 p.m.** at **Office No. 402, B-Wing, Damji Shamji Corporate Square Laxmi Nagar Ghatkopar East Mumbai 400075** and at any adjournment thereof in respect of such resolutions as are indicated below:

|                |
|----------------|
| Resolution No. |
| 1.             |
| 2.             |
| 3.             |
| 4.             |
| 5.             |
| 6.             |

Signed this ..... day of ..... 2021.

Signature of shareholder : \_\_\_\_\_

Signature of Proxy holder(s) : \_\_\_\_\_

**Affix  
Revenue  
Stamp**

*Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.*





### ROUTE MAP FOR AGM VENUE

