

## NOTICE

NOTICE is hereby given that the **31<sup>st</sup> Annual General Meeting (AGM)** of the members of **Goblin India Limited** (the Company) will be held on **Tuesday, 15<sup>th</sup> September, 2020 at 10:30 AM** through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), to transact the following business:

### **ORDINARY BUSINESS:**

#### **1. Adoption of Accounts**

To consider and adopt -

- a) The Standalone Audited Financial Statements of the company for the financial year ended March 31, 2020 together with reports of Board of Directors' and Auditors' thereon.
- b) The Consolidated Audited Financial Statements of the company for the financial year ended March 31, 2020 together with reports of Board of Directors' and Auditors' thereon.

#### **2. To re-appoint Mr. Manish Agrawal as Director**

To appoint a director in place of Mr. Manish Agrawal (DIN: 01296404), who retires by rotation and being eligible, offers herself for re-appointment.

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Manish Agrawal (DIN: 01296404), who retires by rotation, at this Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as Non-Executive Director of the company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the company be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### **3. Re-Appointment of M/s. O.R. MALOO & Co, Chartered Accountants, as the Statutory Auditors of the company**

To Re-appoint M/s. O.R. MALOO & CO, Chartered Accountants, Ahmedabad (Firm Registration No. 135561W), as the Statutory Auditors of the Company for a second term of 5 (Five) years and fix their remuneration.

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee, M/s. O.R. MALOO & CO, Chartered Accountants, Ahmedabad having ICAI Firm Registration No. 135561W, who have confirmed their eligibility to be re-appointed as Auditors, in terms

of the provisions of Section 141 of the Act and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for a second term of 5 (Five) consecutive years, who shall hold office from the conclusion of this Annual General Meeting till the conclusion of the 36<sup>th</sup> Annual General Meeting of the Company, on such remuneration as may be fixed by the Board of Directors of the Company, in consultation with Auditor based on recommendations of the Audit Committee, in addition to re-imbursalment of out-of-pocket expenses as may be incurred in connection with audit of accounts of the Company.”

#### **SPECIAL BUSINESS:**

##### **4. MIGRATION OF EQUITY SHARES OF COMPANY FROM BSE (SME) PLATFORM TO BSE (MAIN BOARD)**

"RESOLVED THAT pursuant to Regulation 277 and other relevant provisions, Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 ("ICDR Regulations"), and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act 2013, ICDR Regulations and the rules framed thereunder, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the Company be and is hereby accorded for migration of the Company's equity shares of Rs. 10/- each which are listed on the SME Platform of BSE Limited to the Main Board of BSE Limited on fulfilment of criteria for migration from SME Platform to the main Board laid by BSE (The Exchange) and follow such procedures specified under ICDR Regulations as amended from time to time, to give effect to the aforesaid resolution and fulfil such conditions as may be laid by the exchange;

RESOLVED FURTHER THAT all the Directors and/or Company Secretary of the Company be and are hereby authorized jointly and/or severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited;

RESOLVED FURTHER THAT all the Directors and/or Company Secretary of the Company be and are hereby authorized jointly and/or severally to do all acts, things and deeds as are necessary to give effect to the said resolution, which shall include but not restricted to filing of forms, documents and resolution with relevant authorities, signing of documents and any other acts which shall be considered necessary by the board to give effect to the said resolution;

RESOLVED FURTHER THAT any one of the Director or the Company Secretary of the Company be and is hereby authorized to file the prescribed e-form with the Registrar of Companies and to issue a certified true copy of this resolution.”

For and on behalf of the Board

**Place:** Ahmedabad  
**Date:** August 24, 2020

**Manojkumar Choukhany**  
Chairman & Managing Director  
DIN: 02313049

## NOTES

1. A Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to the relevant resolutions of this Notice is annexed herewith and the same should be taken as part of this Notice.
2. General instructions for accessing and participating in the 31<sup>st</sup> AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting.
3. In view of the outbreak of the COVID-19 social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/ CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 31<sup>st</sup> AGM of the company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the company. However, in terms of the MCA Circulars, since the physical attendance of members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 31<sup>st</sup> AGM.
5. All investors, including Institutional Investors are encouraged to cast their vote on the proposed Resolutions and also attend the AGM through VC/ OAVM. Institutional/Corporate Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board resolution/authorization letter to the Scrutinizer by sending an email at info@mehta-mehta.com with a copy marked to helpdesk.evoting@cdslindia.com by quoting the DP Id and Client Id or folio number.
6. Non-Resident Indian members are requested to inform their respective DPs, immediately of:
  - a) Change in their residential status on return to India for permanent settlement
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

7. Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings, the brief profile and other required information in respect of Director proposed to be re-appointed is annexed with this Notice.
8. The Register of Members and Share Transfer Books of the Company will remain closed from September 5, 2020 to September 15, 2020 (both days inclusive).
9. Since the AGM will be held through VC/ OAVM Facility, the Route Map is not annexed in this Notice.
10. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended March 31, 2020 is uploaded on the Company's website [www.goblinindia.com](http://www.goblinindia.com) and may be accessed by the members.
11. Members may join the 31<sup>st</sup> AGM through VC/ OAVM Facility by following the procedure as mentioned below which shall be kept open for the members from 10.15 a.m. IST i.e. 15 minutes before the time scheduled to start the 31<sup>st</sup> AGM and the company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 31<sup>st</sup> AGM.
12. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

**INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING: -**

- (i) In compliance with the provisions of Section 108 of the Act, 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 Regulations, as amended from time to time and MCA Circulars the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The Company has appointed CDSL for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a Member using remote e-voting as well as e-voting during the AGM will be provided by CDSL.
- (ii) The voting period begins on Saturday, September 12, 2020 at 9.00 AM. and ends on Monday, September 14, 2020 at 5.00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 04 September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) The Board of Directors has appointed Mehta & Mehta, Practising Company Secretaries, Mumbai as the Scrutiniser, to scrutinise the entire e-voting process.
- (iv) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (v) The shareholders should log on to the e-voting website [www.evotingindia.co](http://www.evotingindia.co)

- (vi) Click on “Shareholders” module
- (vii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL’s **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from Login - My easi using your login credentials. Once you successfully log-in to CDSL’s **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (viii) Next enter the Image Verification as displayed and Click on Login.
- (ix) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- (x) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (xi) After entering these details appropriately, click on “SUBMIT” tab.
- (xii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat 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 demat 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.
- (xiii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiv) Click on the EVSN for the relevant GOBLIN INDIA LIMITED on which you choose to vote.

- (xv) 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.
- (xvi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xvii) 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.
- (xviii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xix) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xx) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xxi) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE**

**1. For Physical shareholders-**

Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front & back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

**2. For Demat shareholders –**

Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) **to Company/RTA email id**.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING AGM THROUGH VC/ OAVM**

- 1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

2. Shareholders are encouraged to join the Meeting through Laptops / I Pads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a Speaker by sending their request in advance least 7 (Seven) days before the date of the Meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@goblinindia.com](mailto:cs@goblinindia.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 (Seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@goblinindia.com](mailto:cs@goblinindia.com). These queries will be replied to by the company suitably by email.
6. Those Shareholders who have registered themselves as a Speaker will only be allowed to express their views/ask questions during the meeting. The time allotted to each Speaker is 3 (Three) minutes.

#### **INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

#### **(xxii) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).
- After receiving login details, user would be able to link account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxiii) 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.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to:

Mr. Rakesh Dalvi, Manager,  
Central Depository Services (India) Limited (CDSL),  
A Wing, 25th Floor, Marathon Futurex,  
Mafatlal Mill Compound,  
N M Joshi Marg, Lower Parel (East),  
Mumbai – 400013

send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

CONTACT DETAILS	
COMPANY	Goblin India Limited 1st Floor, Commerce Road, Navrangpura, Ahmedabad, Gujarat, 380009 079-40320366 <a href="mailto:info@goblinindia.com">info@goblinindia.com</a>
REGISTRAR AND TRANSFER AGENT	BIGSHARE SERVICES PRIVATE LIMITED 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East Mumbai 400059 022- 62638200
E-VOTING AGENCY	CENTRAL DEPOSITORY SERVICES [INDIA] LIMITED E-MAIL:- <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
SCRUTINIZER	Mehta & Mehta, Company Secretaries 201-206, Shiv Smriti Chambers, 2nd Floor, 49, Dr. Annie Besant Road, Above Corporation Bank, Worli Mumbai - 400018

#### OTHER INSTRUCTIONS

- The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairperson or any Whole-time Director or Company Secretary authorised by the Board in this regard, who shall countersign the same.

- b) The Results declared along with the Scrutinizer's Report shall be hosted on the Company's website as well as on the website of CDSL after the same is declared by the Chairperson or a person authorised by her shall declare the results of the voting forthwith. The Results shall also be simultaneously communicated to the BSE Limited.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying notice:

### **Item No. 1**

In view of the management, the proposed migration to Main Board will act as a catalyst in the growth and expansion of the Company and enhance the reputation of the Company resulting in participation of a larger pool of potential investors and thereby help increase the liquidity of the shares of the Company.

Pursuant to Regulation 277 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with the applicable notice(s), circular(s), guideline(s) issued by BSE Limited, any Company having the paid up share capital of more than Rs. 10 Crore but up to Rs. 25 Crore are eligible to migrate from SME Platform of the exchange to its Main Board. Presently the paid up capital of the Company stands at Rs. 10,44,38,760/-; hence making the Company eligible to be listed on the Main Board of BSE Limited

The migration of the equity shares of the Company from the SME Platform of the exchange to the Main Board of the exchange requires approval of the shareholders of the Company by passing a special resolution. Further as per Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the resolution shall be passed by requisite majority i.e. votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

In View of the above, your Directors recommend the proposed resolution with or without modification as a Special Resolution. None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company are in any way concerned or interested, financially or otherwise in this proposed resolution except to the extent of their shareholding in the Company, if any.

For and on behalf of the Board

**Place:** Ahmedabad  
**Date:** August 24, 2020

**Manojkumar Choukhany**  
Chairman & Managing Director  
DIN : 02313049

## EXHIBIT TO THE NOTICE

*Details of Directors seeking Appointment/Re-appointment at the Annual General Meeting  
(Under Regulation 36 of the SEBI Listing Obligations and Disclosure Requirements, 2015)*

<b>Name of Director</b>	Mr. Manish Agarwal
<b>DIN</b>	01296404
<b>Date of Birth</b>	January 03, 1970
<b>Brief Resume and Nature of Expertise in Functional Areas</b>	Mr. Manish Agarwal is associated with the company since April, 2019. He holds degree of Bachelor in Commerce from University of Kolkata. Prior to joining, he was running his own business of different products distribution and marketing. He has experience of over 20 years.
<b>No. of Equity Shares held in the Company</b>	-
<b>List of Directorship/Committee Memberships in other Public companies as on 31<sup>st</sup> March, 2020</b>	Other Directorship- NIL Other Committee Membership- NIL
<b>Disclosure of Relationships between Directors inter-se</b>	Mr. Manish Agarwal is the Brother of Mrs. Sonam Choukhany, Whole Time Director.

For and on behalf of the Board

**Place:** Ahmedabad  
**Date:** August 24, 2020

**Manojkumar Choukhany**  
Chairman & Managing Director  
DIN - 02313049