



QGO FINANCE LIMITED

Registered Office: 3rd Floor, A-514, TTC Industrial Area, MIDC, Mahape, Navi Mumbai - 400701

CIN: L65910MH1993PLC302405 **Tel No.:** +91 22 4976 2795

Website: www.qgofinance.com; **Email ID:** ContactUs@qgofinance.com

POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE is hereby given pursuant to **Section 110** read with **Section 108** of the Companies Act, 2013 ("**Act**") and other applicable provisions, if any, of the Act and **Rule 20** and **Rule 22** of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), **Regulation 44** of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**"), as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 02/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**"), that the resolution appended below are proposed to be passed as Special Resolution, by Members of Qgo Finance Limited ("**Company**") through postal ballot by voting through electronic means only ("**remote e-voting**") only:

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The communication of assent or dissent of the Members would take place only through the remote e-voting system. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any of the Act pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors the Company at its meeting held on April 18, 2023, has appointed Mr. Prajot Vaidya [Membership No. 38969/ CP No. 24558], Proprietor of M/s Prajot Vaidya & Co, Company Secretaries, Thane, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.



The remote e-voting period commences from 9.00 a.m. (IST) on Saturday, April 22, 2023, and ends at 5.00 p.m. (IST) on Sunday, May 21, 2023. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before, Tuesday May 23, 2023.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website www.qgofinance.com and on the website of National Securities Depository Limited ("NSDL") <http://www.evoting.nsdl.com/>

SPECIAL BUSINESS:

- 1. RE-APPOINTMENT OF REAR ADMIRAL VINEET BAKHSHI (RETIRED) (DIN: 02960365) AS AN INDEPENDENT DIRECTOR ON THE BOARD OF DIRECTORS OF THE COMPANY TO HOLD OFFICE FOR A PERIOD OF 5 (FIVE) CONSECUTIVE YEARS FROM AUGUST 01, 2023 TO JULY 31, 2028:**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and further to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Rear Admiral Vineet Bakhshi (Retired) (DIN: 02960365), who was appointed as an Independent Director of the Company for a term up to July 31, 2023, being eligible for re-appointment as an Independent Director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of an Independent Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of 5 (five) consecutive years from August 01, 2023 to July 31, 2028 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and / or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".



2. RE-APPOINTMENT OF MR. VIRENDRA JAIN (DIN: 02738380) AS AN INDEPENDENT DIRECTOR ON THE BOARD OF DIRECTORS OF THE COMPANY TO HOLD OFFICE FOR A PERIOD OF 5 (FIVE) CONSECUTIVE YEARS FROM JULY 28, 2023 TO JULY 27, 2028:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and further to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Virendra Jain (DIN: 02738380), who was appointed as an Independent Director of the Company for a term up to July 27, 2023, being eligible for re-appointment as an Independent Director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of an Independent Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of 5 (five) consecutive years from July 28, 2023 to July 27, 2028 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and / or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

NOTES:

1. The explanatory statement pursuant to Section 102 of the Act setting forth the material facts and reasons for the proposals is annexed herewith. The Postal Ballot Notice (“Notice”) shall also be available on the website of the Company - www.qgofinance.com
2. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment as Non-Executive Independent Director are also annexed to this Notice.
3. Due to outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs, vide MCA Circulars, has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot



Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of e-voting only.

4. This Notice is being sent only by email to all the Members whose names appear in the Register of Members/Register of Beneficial Owners maintained by the depositories as on Friday, April 14, 2023. (**“Cut-off date”**). The Notice is being sent to Members who have registered their Email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants / the Company's Registrar and Transfer Agent (i.e. MAS Services Limited). Members whose email IDs are not registered, are requested to update their Email ID with their respective Depository Participants at the earliest.
5. Members whose names appear on the Register of Members / Register of Beneficial Owners maintained by the depositories as on Friday, April 14, 2023 will be considered for the purpose of e-voting. A person who is not a Member as on Friday, April 14, 2023 shall treat this Notice for information purpose only.
6. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on Friday, April 14, 2023
7. The postal ballot period commences on Saturday, April 22, 2023 at 09:00 A.M. and ends on Sunday, May 21, 2023 at 05:00 P.M.
8. The Board of Directors of the Company has appointed Mr. Prajot Vaidya ([Membership No. 38969/ CP No. 24558], Proprietor, of M/s Prajot Vaidya & Co, Company Secretaries, Thane, Company Secretaries, as the Scrutinizer (**“Scrutinizer”**) for scrutinizing the e-voting process in a fair and transparent manner.
9. The Scrutinizer will submit his report after conclusion of e-voting and the result of the Postal Ballot will be announced in accordance with the provisions of Section 110 and other applicable provisions (if any) of the Act on or before Tuesday, May 23, 2023 The result along with Scrutinizer's report will simultaneously be posted on the Company's website - www.qgofinance.com and website of NSDL - evotingindia.com, besides communicating the same to the National Stock Exchange of India Limited and BSE Limited.
10. Resolutions passed by the Members through Postal Ballot are deemed to have been passed at a General Meeting of the Members. Resolutions passed by the Members with requisite majority through postal ballot shall be deemed to have been passed on the last date of e-voting (i.e. Sunday, May 21, 2023).



11. Voting through electronic means:

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically in respect of the resolution as set out in this Notice. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members.

The e-voting period commences on Saturday, April 22, 2023 at 09:00 A.M. and ends on Sunday, May 21, 2023 at 05:00 P.M. During this period, Member(s) of the Company holding shares as on the relevant date i.e. April 14, 2023 (including those Members who may not receive this Notice due to non-registration of their email address with the DPs), may cast their votes by e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

12. The instructions for Members for e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:



Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and



	also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33



B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company



	For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.



9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csprajotvaidya@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or



[“Physical User Reset Password?”](#) option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Rakesh Mehta at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to ContactUs@qgofinance.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 ContactUs@qgofinance.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL THE MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS IN THE NOTICE

Item No. 1

The Board of Directors of the Company, at its meeting held on April 18, 2023, based on the outcome of performance evaluation exercise and recommendation of the Nomination & Remuneration Committee, has approved the re-appointment of Rear Admiral Vineet Bakhshi (Retired) (DIN: 02960365) as an Independent Director not liable to retire by rotation in terms of Sections 149, 152, Schedule IV and all other applicable provisions, if any, of the Act, and the Rules framed thereunder and Listing Regulations including any statutory modifications or re-enactment(s) thereof, for the time being in force and the Articles of Association of the Company, to hold office for a period of 5 (five) consecutive years respectively from August 01, 2023, subject to the approval of the shareholders.

Rear Admiral Vineet Bakhshi (Retired) (DIN: 02960365) has served the Indian Navy for 36 years both on shore and afloat. He has attained his degree in Masters in Technology from IIT Delhi. He served as Chairman and Managing Director of Goa Shipyard. He has also served as Chairman of Board of Companies for Mazgaon Dockyard (a government undertaking) and is a Chief Executive Officer of Govind Ram Memorial Education Society at present. He is also promoter of 'Bakhshi's Springdales Group of schools. He is well known for his social entrepreneurship and active involvement in renovation of government schools in rural Rajasthan.

The experience and knowledge of Rear Admiral Vineet Bakhshi (Retired) (DIN: 02960365) would be beneficial to the Company and its shareholders. Relevant details relating to appointment of Rear Admiral Vineet Bakhshi (Retired) (DIN: 02960365) as required by the Act, Listing Regulations and Secretarial Standards issued by the ICSI are provided in the "**Annexure**" to the Notice.

Rear Admiral Vineet Bakhshi (Retired) (DIN: 02960365) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has consented to act as Director of the Company. The Company has received declaration from Rear Admiral Vineet Bakhshi (Retired) (DIN: 02960365) that he meets the criteria of independence as prescribed under Section 149 of the Act and the Listing Regulations. The Company has received a notice in writing pursuant to Section 160 of the Act from a Member proposing the candidature of Rear



Admiral Vineet Bakhshi (Retired) (DIN: 02960365) for his appointment to the office of Independent Directors.

In the opinion of the Nomination and the Remuneration Committee and the Board, Rear Admiral Vineet Bakhshi (Retired) (DIN: 02960365) fulfills the conditions for appointment as an Independent Director as specified in the Act and Listing Regulations. The draft letter of appointment of Rear Admiral Vineet Bakhshi (Retired) (DIN: 02960365) setting out the terms and conditions of appointment would be available for inspection for the Members by writing to the Company Secretary at ContactUs@qgofinance.com.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Rear Admiral Vineet Bakhshi (Retired) (DIN: 02960365), to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 1.

The Board of Directors recommends the Special Resolution as set out in Item No. 1 of the Notice for the approval of the Members.

Item No. 2

The Board of Directors of the Company, at its meeting held on April 18, 2023, based on the outcome of performance evaluation exercise and recommendation of the Nomination & Remuneration Committee, has approved the re-appointment of Mr. Virendra Jain (DIN: 02738380) as an Independent Director not liable to retire by rotation in terms of Sections 149, 152, Schedule IV and all other applicable provisions, if any, of the Act, and the Rules framed thereunder and Listing Regulations including any statutory modifications or re-enactment(s) thereof, for the time being in force and the Articles of Association of the Company, to hold office for a period of 5 (five) consecutive years respectively from July 28, 2023, subject to the approval of the shareholders.

Mr. Virendra Jain (DIN: 02738380) being an engineer by profession, has promoted and successfully grown several companies in electronic, telecommunication and jewelries manufacturing.

The experience and knowledge of Mr. Virendra Jain (DIN: 02738380) would be beneficial to the Company and its shareholders. Relevant details relating to appointment of Mr. Virendra Jain (DIN: 02738380) as required by the Act, Listing Regulations and Secretarial Standards issued by the ICSI are provided in the “**Annexure**” to the Notice.



Mr. Virendra Jain (DIN: 02738380) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has consented to act as Director of the Company. The Company has received declaration from Mr. Virendra Jain (DIN: 02738380) that he meets the criteria of independence as prescribed under Section 149 of the Act and the Listing Regulations. The Company has received a notice in writing pursuant to Section 160 of the Act from a Member proposing the candidature of Mr. Virendra Jain (DIN: 02738380) for his appointment to the office of Independent Directors.

In the opinion of the Nomination and the Remuneration Committee and the Board, Mr. Virendra Jain (DIN: 02738380) fulfills the conditions for appointment as an Independent Director as specified in the Act and Listing Regulations. The draft letter of appointment of Mr. Virendra Jain (DIN: 02738380) setting out the terms and conditions of appointment would be available for inspection for the Members by writing to the Company Secretary at ContactUs@qgofinance.com.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Virendra Jain (DIN: 02738380), to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 2.

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



ANNEXURE TO THE NOTICE

Details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings

Name of the Director	Rear Admiral Vineet Bakhshi	Mr. Virendra Jain
CATEGORY	Independent Director	Independent Director
DIN	02960365	02738380
QUALIFICATION	Master in Technology from IIT Delhi	Engineer
NATURE OF EXPERTISE / EXPERIENCE	Risk Management	Business Development
BRIEF RESUME	Please refer explanatory statement	Please refer explanatory statement
FIRST APPOINTMENT ON THE BOARD	August 01, 2018	July 28, 2018
TERMS AND CONDITIONS OF APPOINTMENT / RE-APPOINTMENT	To be re-appointed as Independent Director for a period of 5 (five) years from August 01, 2023	To be re-appointed as Independent Director for a period of 5 (five) years from July 28, 2023
REMUNERATION LAST DRAWN FOR FY 2022-2023 (SITTING FEES)	2,00,000/-	2,20,000/-
REMUNERATION SOUGHT TO BE PAID	Sitting fees	Sitting fees
NO. OF SHARES HELD IN QGO FINANCE LIMITED	Nil	Nil
RELATIONSHIP WITH DIRECTORS / MANAGER / KMP	Not Related	Not Related
NO. OF BOARD MEETINGS ATTENDED AS DIRECTOR	11	11



DIRECTORSHIP DETAILS		Tarini Jewels Private Limited
COMMITTEE POSITIONS	-	-
SUMMARY OF PERFORMANCE EVALUATION REPORT	<p>The Board of Directors of the Company has evaluated the performance of Rear Admiral Vineet Bakhshi and Mr. Virendra Jain on the basis of their attendance at the meetings of Board and Committees, listening views of others, active participation in meetings, rendering of independent and unbiased opinions, giving of positive inputs into development of strategy, better governance practices and safeguarding of confidential information of the Company, Knowledge with the latest developments and applicable laws to the Company etc. Further, the board has done the said evaluation and the performance evaluation of Rear Admiral Vineet Bakhshi and Mr. Virendra Jain was satisfactory to the Board.</p>	

**By Order of the Board of Directors
Of QGO FINANCE LIMITED
CIN: L65910MH1993PLC302405**

Sd/-

Ms. Urmi Joiser

Company Secretary

Membership No.: A63113

Date: April 22, 2023

**Registered Office: 3rd Floor, A-514, TTC Industrial Area,
MIDC, Mahape, Navi Mumbai – 400701**

Email ID: ContactUs@qgofinance.com