

NOTICE FOR 30th ANNUAL GENERAL MEETING

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Thirteenth (30th) Annual General Meeting (“AGM”) of the Members of **QGO Finance Limited** to be held on Tuesday, September 12, 2023 at, 11:00 AM (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) without the physical presence of the members at a common venue which will be moderated & conducted from the Registered office of the Company situated at 3rd Floor, A-514, TTC Industrial Area, MIDC, Mahape, Navi Mumbai, Thane, MH- 400701 to transact the following Business.

Ordinary Business:

1. **To consider, approve and adopt the Audited Financial Statements of the Company for the Financial year ended 31st March, 2023, together with the Reports of the Board and Auditors thereon.**
2. **To re-appoint Mrs. Seema Pathak (DIN: 01764469), who retires by rotation as an Non-Executive Director of the Company and being eligible, offers herself for re-appointment.**

Special Business:

3. **To appoint Mrs. Deepika Nath (DIN: 00843292) as Non-Executive Non-Independent Director of the Company.**

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

“**RESOLVED THAT** pursuant to the provision of Section 149, 152 and all other applicable provisions of the companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015, as amended and to the extent notified and other applicable provisions of Reserve Bank of India, if any, and based on the recommendation of Nomination and Remuneration Committee to the Board of Directors, consent of the members be and is hereby accorded for appointment of Mrs Deepika Nath (DIN: 00843292) as Non-Executive Non-Independent Director of the Company with effect from 30th January, 2023, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution”

For and on behalf of the Board of QGO Finance Limited

Sd/-

Rear Admiral Vineet Bakhshi
Retired Chairman and Independent Director

DIN: 02960365

Address: 137, Shakti Nagar, Dadabari,
Kota-324009-Rajasthan

Registered Office:

3rd Floor, A-514, TTC Industrial Area, MIDC,
Mahape, Navi Mumbai Thane, Maharashtra-
400701

Contact:022 49762795

Email: contactus@qgofinance.com

Date: May 29, 2023

Place: Mumbai

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022 and 10/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 respectively issued by Ministry of Corporate Affairs (Collectively referred to as “MCA Circulars”), and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, Companies were permitted to send the Notice of AGM along with Annual Report only through electronic mode to those Members whose e-mail addresses were registered with the Company/Depositories as well as conducting the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Accordingly, the Company is convening the Annual General Meeting (‘AGM’) through VC/OAVM without the physical presence of the Members. Hence, Members can attend and participate in the AGM through VC/OAVM in compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and above mentioned MCA and SEBI Circulars. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
2. Since the AGM will be held through VC/OAVM, the Route Map is not annexed with this Notice.
3. 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. Since the AGM is being held in accordance with the MCA Circulars through VC, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013.
5. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. 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 Company or upload on the VC portal/e-voting portal pursuant to Section 113 of the Act. The said Resolution/Authorisation shall be sent to the Scrutiniser by e-mail through its registered e-mail address at csprajotvaidya@gmail.com with a copy marked at evoting@nsdl.co.in
6. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, read together with MCA circulars and Regulation 44 of Listing Regulations, National Services Depository Limited (NSDL) will be providing facility for voting through remote e-voting and e-voting for participation in the 30th AGM through VC/OAVM facility.
7. Members may note that the VC/OAVM facility, allows participation of at least 1,000 Members on a first come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Risk Management Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first come-first-serve principle.

8. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Manager, and NSDL at 1800 1020 990 and 1800 22 44 30 or send request at evoting@nsdl.co.in. (NSDL)
9. The Company has appointed MAS Services Ltd, RTA, T – 34, IInd Floor, Okhla Industrial Area, Phase – II, New Delhi, Delhi, 110020 as Registrars and Share Transfer Agents for Physical Shares. The said (RTA) is also the Depository interface of the Company with both NSDL & CDSL. Following information of RTA is as follows:
Telephone: 011-2638 7281 82, 83,
Email address: info@masserv.com
Fax No. : 011-2638 7384

However, keeping in view the convenience of Shareholders, documents relating to shares will continue to be received by the Company at its

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

Telephone No. 022-49762795

Email: contactus@qgofinance.com

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
11. An Explanatory Statement pursuant to Section 102 of the Act and Rules framed thereunder, in respect of the Special Business under Item No.3 forms part of this notice. The Board of Directors of the Company at its meeting held on May 29, 2023 considered that the special business under Item No. 3 to be considered, be transacted at the 30th AGM of the Company.
12. Pursuant to the provisions of Section 91 of the Act read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 42 of Listing Regulations, the Register of Members and the Share Transfer Book of the Company will remain closed from Tuesday, September 6, 2023 to Tuesday, September 12, 2023 (both days inclusive) for the purpose of Annual General Meeting.
13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and other statutory registers and relevant documents referred to in the accompanying Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to csprajotvaidya@gmail.com or Legal.officer@qgofinance.com from their registered email addresses mentioning their names and folio numbers/demat account numbers. The same will be replied by the Company suitably.
14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote electronically at the AGM.

15. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in name, postal address, e-mail address, telephone/ mobile numbers, PAN, demise of any Member as soon as possible, if any, to their Depository Participants (DPs) in respect of their electronic share accounts and (RTA), or to the Company at its Registered Office in respect of their physical shares.
16. Members seeking any statutory information or inspection of any other matter/ documents/ registers, etc. in connection with the 30th AGM of the Company, may please send a request to the Company via email at csprajotvaidya@gmail.com or Legal.officer@qgofinance.com.
17. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail. Members holding shares in dematerialized form, who have not registered their e-mail addresses so far are requested to register their e-mail address and Members holding shares in physical mode who have not yet registered/updated their e-mail address are requested to register the same for receiving all communication including Annual reports, Notices, Circulars, etc. from the Company electronically.
18. Pursuant to Regulation 40 of the SEBI Listing Regulations, the securities of listed companies can be transferred only in the dematerialized mode w.e.f. April 1, 2019, except in case of transmission or transposition of securities. However, an investor is not prohibited from holding the shares in physical mode even after April 1, 2019. However, any investor who is desirous of transferring shares (which are held in physical mode) can do so only after the shares are dematerialized.
19. Speaker registration before AGM: Members who wish to express their views or ask questions during the AGM are required to register themselves as speakers by sending an e-mail to qgocs@qgofinance.com by mentioning the demat account number/ folio number, name of the member and mobile number. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. Due to limitations of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Speaker Session. Hence, Members are encouraged to send their questions/queries in advance to the Company at qgocs@qgofinance.com. Only those speaker registration requests received till 5.00 pm (IST) on Monday, September 4, 2023 will be considered and responded to during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM to ensure smooth conduct of the AGM.
20. In compliance with the above mentioned Circulars, the Annual Report for the financial year 2022-23, the Notice of the 30th AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s). The Members who have not yet registered their e-mail addresses are requested to register the same with RTA / Depositories. Members may note that Notice of the AGM and the Annual Report for the financial year 2022-23 will also be available on the Company's website at www.qgofinance.com, website of the Stock Exchange, i.e. BSE Limited at www.bseindia.com and on the website of evoting agency at www.evoting.nsdl.com
21. Pursuant to the provisions of Regulation 36(3) of SEBI Listing Regulations and Secretarial Standards (SS-2) issued by the Institute of Company Secretaries of India, necessary information on Directors of the Company seeking appointment/re-appointment is set out in the Brief Resume appended to this Notice as Annexure I.
22. The voting rights of members shall be in proportion to their Number of shares they hold of the paid up equity share capital of the Company as on the cut- off date i.e. Tuesday, September 5,

2023. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

23. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at NSDL. However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.
24. The remote e-voting period commences on Saturday, September 9, 2023 at 09:00 am and ends on Monday, September 11, 2023 at 05:00 pm. During this period, members holding share either in physical or dematerialized form, as on cut-off date, i.e. as on Tuesday, September 5, 2023 may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter.
25. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
26. The Member, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM facilitated by NSDL.
27. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI Listing Regulations, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (“e-voting”) facility provided by the NSDL. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice. The Board of Directors of the Company in their Meeting held on May 29, 2023 has appointed Mr. Prajot Vaidya ,(Membership no- 38969 / CP- 24558), Proprietor, of M/s Prajot Vaidya & Co, Company Secretaries, Thane, as the Scrutinizer (“Scrutinizer”)Proprietor, to scrutinize the e-voting in a fair and transparent manner .
28. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, for all those members who are participating in the AGM through VC but have not cast their votes by availing the remote e-voting facility.
29. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 2 working days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
30. The result declared along with the report of the scrutinizer shall be placed on the website of the Company and on the website of the Agency and the results shall simultaneously be communicated to the Stock Exchange (BSE), Mumbai. Subject to receipt of the requisite number of votes, the resolutions shall be deemed to have been passed on the date of the AGM, i.e. Tuesday, September 12, 2023.

31. The recorded transcript of the proceedings of the AGM shall be available on the Company's website at www.qgofinance.com
32. Electronic Dispatch of Annual Report and Process for Registration of e-mail Id for obtaining the Annual Report:

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING:

The remote e-voting period begins on Saturday, September 9, 2023 at 09:00 am and ends on Monday, September 11, 2023 at 05:00 pm. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, September 5, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 5, 2023.

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 and joining virtual meeting 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
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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 or joining virtual meeting & voting during the meeting.

	<ol style="list-style-type: none"> 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 or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

	<p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 or joining virtual meeting & voting during the meeting.</p>

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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting 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***

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:
- 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.
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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.
 - 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- 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 and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 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 info@mehta-mehta.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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to [at evoting@nsdl.co.in](mailto: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 email 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 qgocs@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 qgocs@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 and joining virtual meeting 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members 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/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at qgocs@qgofinance.com. The same will be replied by the company suitably.

For and on behalf of the Board of QGO Finance Limited

Sd/-

Registered Office:

Rear Admiral Vineet Bakhshi (Retired)
Chairman and Independent Director
DIN: 02960365
Address: 137, Shakti Nagar, Dadabari,
Kota-324009-Rajasthan

3rd Floor, A-514, TTC Industrial Area, MIDC,
Mahape, Navi Mumbai Thane, Maharashtra-
400701
Contact:022 49762795
Email: contactus@qgofinance.com

**STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 AND
SEBI LISTING REGULATIONS**

The following statement sets out all material facts relating to special business mentioned in the accompanying notice dated May 29, 2023 and shall be taken as forming part of the notice.

Item No. 3

On recommendation of the Nomination and Remuneration Committee, Mrs. Deepika Nath (DIN: 00843292) was appointed as an Additional Director in the category of Non-Executive Non-Independent Director on the Board of the Company, with effect from 30th January, 2023 in accordance with the Articles of Association and Section 161 of the Companies Act 2013 ("The Act"). As per Section 161 of the Act, Mrs. Deepika Nath holds office upto the date of the ensuing AGM.

The Company has received the necessary disclosures and declarations from Mrs. Deepika Nath for her appointment. Further as per Nomination and Remuneration Committee Mrs. Deepika Nath holds necessary qualification, experience and expertise as stated in the Annexure I which forms part of the Notice.

The terms and conditions of regularization of Mrs. Deepika Nath shall be open for inspection at the Registered Office of the Company during normal business hours on any working day of the Company upto the date of AGM.

The Board recommends passing of the Ordinary resolution, set out at item no. 3, for approval of members.

None of the Directors, Key Managerial Personnels or their relatives is concerned or interested (financially or otherwise) except Mrs. Deepika Nath and Mrs. Rachana Singi, in the Resolution mentioned at Item No. 3 of the accompanying Notice.

Profile of Director

Additional Details as required under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 issued by the Institute of Company Secretaries of India.

Name	Mrs. Deepika Nath (DIN: 00843290032)	Mrs. Seema Pathak (DIN: 01764469)
Date of Birth/ Age	26/09/1979/ 44 Years	23/08/1961/ 62 Years
Date of Appointment	30/01/2023	01/08/2018
Brief Resume of the Directors	Mrs. Deepika Nath achieved her Bachelor of Business Administrator Degree from Boston University. She is the Director of Nath Brothers Exim International Ltd. She was appointed on 11 th July-2005. There are five directors in this Company, she is one of them. But among these five Directors, she has very important role in this company, she has given a lot of height to this Company. She is also the Proprietor of Another Company MAHEKA EXIM.	Mrs Seema Pathak achieved Masters in Economics. She is Promoter of Retail pharmacy chain – Prism Medical and Pharmacy Private Limited. Organically grew business to 10 stores and subsequent successful exit. She also served on the Board of Sadbhav Infra realities, with exposure to Infrastructure & Real Estate sectors. She was appointed as Non-Executive Director of QGO Finance Limited during AGM in September 2018.
Nature of Expertise in Specific Functional Area	She is a Versatile individual. Possesses more than 15 years of excellent expertise in handling, Managing and administering in the field of Textile manufacture, Account Relationship, Client Relationship and many more.	She retains above 30 Years' experience of handling fund flow in real estate, stock Market.
Qualification	Bachelor of Business Administration	MA (in Economics) and B. Ed
Terms and Condition of appointment/re-appointment along with details of remuneration sought to be paid & Last Remuneration	As per the Terms and Conditions decided by the Board.	As per the Terms and Conditions decided by the Board.
Directorship in other Listed Companies (along with listed entities from which the person has resigned in the past three years)	Nil	Nil

Membership of Committees of this Company & other Public Companies (Audit Committee / Nomination Remuneration Committee / Stakeholders Relationship Committee)	Qgo Finance Ltd Stakeholders Relationship Committee: Member Nomination & Remuneration Committee: Member	Qgo Finance Ltd Audit Committee-Member Stakeholder Relationship Committee-Member, Risk Management Committee-Member, Nomination and Remuneration Committee-Chairperson
No. of Shares held in the company (including shareholding as a beneficial owner) as on March 31, 2023	2,00,000 shares (2.88%)	67,128 Shares (0.97%)
First Appointment by the Board	Not Applicable	01/08/2018
Relationship with another Directors, Managers & KMPs	Mrs. Deepika Nath is sister of Mrs. Rachana Singi, Managing Director of the Company.	Mrs. Seema Pathak is wife of Mr. Alok Pathak, CFO of the Company
Board Meeting attended (F.Y. 2022-23)	1 Meeting out of 1	11 Meeting out of 11