

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 31st Annual General Meeting of the Members of **Gogia Capital Growth Limited** (formerly known as Gogia Capital Services Limited) will be held on Saturday, 27th September, 2025 at 02:00 P.M. through video conferencing (VC)/ other audio-visual means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. **To consider and adopt the Audited Financial Statements** of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.
2. **Re-appointment of Mr. Simarjeet Singh Baweja (DIN: 09369756) as a Director, liable to retire by rotation.**

“RESOLVED THAT Mr. Simarjeet Singh Baweja (DIN: 09369756), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and as per the Company’s Articles of Association be and is hereby re-appointed as the Director of the Company.

SPECIAL BUSINESS:

1. **Regularisation of Re-Appointment of Statutory Auditor : Ordinary Resolution**

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the appointment of M/s HD Gupta & Associates LLP (FRN 023017N) as Statutory Auditors of the Company for a term of five consecutive years from the conclusion of the 31st (Thirty-First) Annual General Meeting until the conclusion of the 36th (Thirty-Sixth) Annual General Meeting (calendar year 2030), on such remuneration and terms as may be fixed by the Board of Directors in consultation with the auditors, be and is hereby approved.”

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

2. **Reclassification of Promoter Group : Ordinary Resolution**

“RESOLVED THAT pursuant to Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, the reclassification of Mr. Ankur Gogia (DIN: 05186598), newly appointed Managing Director, from the ‘Public’ category to the ‘Promoter and Promoter Group’ category, be and is hereby approved;

RESOLVED FURTHER THAT Mr. Satish Gogia, former Managing Director, having transferred his entire shareholding in the Company, including the shareholding held through his Hindu Undivided Family (HUF) account, to Mr. Ankur Gogia, be and is hereby removed from the ‘Promoter and Promoter Group’ category and reclassified as ‘Public’;

RESOLVED FURTHER THAT *Satish Gogia HUF*, having ceased to hold any shares in the Company, be and is hereby removed from the ‘Promoter and Promoter Group’ category and reclassified as ‘Public’;

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to submit the necessary application(s) to the stock exchange(s), and to do all such acts, deeds, and things as may be necessary or incidental to give effect to the above resolution.”

3. **To consider and approve the regularisation of appointment of Mr. Ankur Gogia (DIN: 05186598), who was appointed as Managing Director of the Company pursuant to the Board Resolution dated July 21, 2025, and to fix his remuneration.**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Board of Directors vide resolution passed at its meeting held on July 21, 2025, the consent of the members be and is hereby accorded to the regularisation of appointment of Mr. Ankur Gogia (DIN: 05186598), who was appointed as an Additional Director and designated as Managing Director of the Company with effect from July 21, 2025, for a term of five years.

RESOLVED FURTHER THAT Mr. Ankur Gogia be paid a monthly remuneration of ₹3,50,000 (Rupees Three Lakhs Fifty Thousand only), aggregating to ₹42,00,000 (Rupees Forty-Two Lakhs only) per annum, which is **within the maximum permissible managerial remuneration limit of ₹84,00,000 (Rupees Eighty-Four Lakhs only) per annum** as prescribed under **Schedule V of the Companies Act, 2013**, based on the Company's effective capital and net profit of ₹3.30 crores for the financial year ended March 31, 2025;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to revise, vary or modify the terms of remuneration from time to time, provided the total remuneration remains within the limits approved by the members and in accordance with the applicable provisions of the Companies Act, 2013;

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

4. **To record the executive tenure of Mr. Satish Gogia (DIN: 00932987) as Managing Director of the Company from 03rd April 2022 to 21st July 2025: Special Resolution**

“RESOLVED THAT the Members of the Company do hereby take note of and formally record the executive tenure of Mr. Satish Gogia (DIN: 00932987), who served in the capacity of Managing Director of the Company during the period from 03rd April 2022 to 21st July 2025, under the strategic guidance of the Board and with continued endorsement by the shareholders as Director.”

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

5. **Approval for shifting of Registered Office and consequent alteration of Memorandum of Association and Articles of Association: Special Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 12, 13, 14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with applicable Rules made thereunder, and subject to such other approvals, consents and permissions as may be required under any law for the time being in force, and pursuant to Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members be and is hereby accorded for shifting the Registered Office of the Company from *The Capital Court, 6th Floor, Olof Palme Marg, Munirka, Delhi – 110067* to *B-4/51, Third Floor, Safdarjung Enclave, Delhi – 110029*, which is within the local limits of the city of New Delhi.”

RESOLVED FURTHER THAT Clause II of the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause with the following:

“II. The Registered Office of the Company will be situated in the National Capital Territory of Delhi, at present at B-4/51, Third Floor, Safdarjung Enclave, Delhi – 110029.”

RESOLVED FURTHER THAT the Articles of Association of the Company be and are hereby altered to reflect the aforesaid change of Registered Office, wherever applicable.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

6. Appointment of Secretarial Auditor : Ordinary Resolution

“RESOLVED THAT pursuant to Section 204 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the appointment of M/s Arpit Garg, Company Secretaries (COP No. 22703), as Secretarial Auditor of the Company for the financial years 2025–26 to 2029–30, to conduct the Secretarial Audit and furnish the Secretarial Audit Report, be and is hereby approved on the terms and remuneration set out in the Explanatory Statement.”

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

By order of the Board of Directors
Gogia Capital Growth Limited
Sd/-
Bharti Rana
Company Secretary

Date: 03rd September, 2025

Place: Delhi

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

Item No.1 : Regularisation and Re-Appointment of Statutory Auditors

M/s HD Gupta & Associates LLP, Chartered Accountants (FRN 023017N), were appointed by the Board of Directors to fill the casual vacancy caused by the resignation of the previous statutory auditors, in accordance with Section 139(8) of the Companies Act, 2013. Their appointment was subsequently ratified by the members at the Extra-Ordinary General Meeting held on 08 November 2024, and they served as Statutory Auditors for the financial year 2024-25.

In terms of Section 139(1) of the Companies Act, 2013, read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, it is now proposed to regularise and re-appoint M/s HD Gupta & Associates LLP as Statutory Auditors of the Company for a period of five consecutive years commencing from the conclusion of the 31st Annual General Meeting until the conclusion of the 36th Annual General Meeting to be held in the calendar year 2030 (for the Financial Year 2025-26 to 2029-30).

The Audit Committee and the Board of Directors have recommended their re-appointment, considering their performance, domain expertise, and familiarity with the Company's operations. The proposed remuneration shall be determined by the Board in consultation with the auditors and shall be in line with industry norms.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

The Board recommends the resolution for approval of the members as an Ordinary Resolution.

Item 2: Reclassification of Promoter Group

The Company has received requests from Mr. Satish Gogia, former Managing Director, and *Satish Gogia HUF* for reclassification from the 'Promoter and Promoter Group' category to the 'Public' category under Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

Mr. Satish Gogia has transferred his entire shareholding in the Company, including the shareholding held through his Hindu Undivided Family (HUF) account, to Mr. Ankur Gogia, who has been appointed as the Managing Director of the Company. Pursuant to such transfer, neither Mr. Satish Gogia nor *Satish Gogia HUF* holds any shares or exercises any control over the Company. They also do not have any special rights through formal or informal arrangements, nor do they influence the management or policy decisions of the Company.

In view of the above, and in compliance with the conditions prescribed under Regulation 31A of the SEBI LODR Regulations, the Board recommends the reclassification of Mr. Satish Gogia and *Satish Gogia HUF* from the 'Promoter and Promoter Group' category to the 'Public' category.

Simultaneously, Mr. Ankur Gogia (DIN: 05186598), who now holds the entire transferred shareholding and has assumed executive control as Managing Director, is proposed to be reclassified from the 'Public' category to the 'Promoter and Promoter Group' category.

The proposed reclassification is subject to approval of the shareholders and subsequent approval by the stock exchange(s), in accordance with the SEBI LODR Regulations.

None of the Directors, Key Managerial Personnel, or their relatives, except Mr. Ankur Gogia to the extent of his proposed reclassification, are concerned or interested in the resolution.

The Board recommends the resolution for approval of the members as an Ordinary.

3. Regularisation of Appointment of Mr. Ankur Gogia as Managing Director

The Board of Directors, at its meeting held on July 21, 2025, appointed Mr. Ankur Gogia (DIN: 05186598) as an Additional Director of the Company and simultaneously designated him as Managing Director for a term of five years, effective from the same date, subject to approval of the shareholders.

In accordance with the provisions of Sections 196, 197 and 198 read with Schedule V of the Companies Act, 2013, the Company proposes to pay Mr. Ankur Gogia a monthly remuneration of ₹3,50,000 (Rupees Three Lakhs Fifty Thousand only), aggregating to ₹42,00,000 (Rupees Forty-Two Lakhs only) per annum.

As per Schedule V of the Companies Act, 2013, the maximum permissible managerial remuneration for companies having effective capital between ₹5 crores and ₹100 crores is ₹84,00,000 (Rupees Eighty-Four Lakhs only) per annum, without requiring Central Government approval, provided the conditions specified in Part II of Schedule V are met. The proposed remuneration is well within this ceiling and is in line with the financial position and growth strategy of the Company.

Mr. Ankur Gogia brings relevant leadership experience and strategic insight to the Company, and the Board believes that the proposed remuneration is commensurate with his role and responsibilities.

None of the Directors, Key Managerial Personnel, or their relatives, except Mr. Ankur Gogia to the extent of his appointment and remuneration, are concerned or interested in the resolution.

The Board recommends the resolution for approval of the members as an Ordinary Resolution.

Item No. 4: Recording of Executive Tenure of Mr. Satish Gogia as Managing Director

Mr. Satish Gogia (DIN: 00932987), a founding promoter of the Company, had previously served as Managing Director until 02nd April 2022. Following the conclusion of his formal tenure, he continued to serve on the Board as a Non-Executive Director, having been reappointed under Section 152 of the Companies Act, 2013 at each subsequent Annual General Meeting.

During the period from 03rd April 2022 to 21st July 2025, Mr. Satish Gogia continued to discharge executive responsibilities and provide strategic leadership under the oversight of the Board. His resignation from the Board was tendered on 21st July 2025, and a new Managing Director has since been appointed effective the same date.

The Board now seeks the Members' approval to formally acknowledge and document the executive tenure of Mr. Satish Gogia during the aforementioned period, in order to maintain a complete and accurate governance record. The intent of this resolution is to record the executive leadership provided by Mr. Satish Gogia during the specified period, in alignment with the Company's strategic direction and Board oversight, without invoking the provisions of Section 196. None of the Directors, Key Managerial Personnel or their relatives, except Mr. Satish Gogia, to the extent of his tenure, is concerned or interested in the resolution.

5. Approval for shifting of Registered Office and consequent alteration of Memorandum of Association and Articles of Association

The Registered Office of the Company is presently situated at *The Capital Court, 6th Floor, Olof Palme Marg, Munirka, Delhi – 110067*. For administrative convenience, operational efficiency, and ease of

management, it is proposed to shift the Registered Office of the Company to *B-4/51, Safdarjung Enclave, Delhi – 110 029*.

The shifting of the Registered Office is **within the local limits of the city of New Delhi**, and therefore, in terms of the provisions of **Section 12(5) of the Companies Act, 2013 read with applicable Rules**, approval of the Members of the Company is required.

Since the Registered Office address is specifically mentioned in the **Clause II of the Memorandum of Association**, it is necessary to alter the said Clause to reflect the new address. Further, wherever reference to the Registered Office exists in the **Articles of Association**, consequential changes are also required.

In accordance with **Sections 13 and 14 of the Companies Act, 2013**, any alteration of the Memorandum of Association and Articles of Association requires the approval of the shareholders by way of a **Special Resolution**.

The Board of Directors, at its meeting held on 14/08/2025, approved the proposal for shifting of the Registered Office and the consequent alterations in the MOA and AOA of the Company, subject to the approval of the shareholders.

The draft copies of the proposed amended Memorandum and Articles of Association of the Company are available for inspection by the Members at the Registered Office of the Company during business hours on all working days (except Saturdays, Sundays and public holidays) up to the date of the Annual General Meeting and will also be available for inspection at the Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed Resolution except to the extent of their shareholding, if any, in the Company. The Board recommends the Resolution set out in Item No. 5 of the accompanying Notice for approval of the Members as a **Special Resolution**.

6. Appointment of Secretarial Auditor

Pursuant to Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company is required to appoint a Secretarial Auditor. The Board recommends the appointment of M/s Arpit Garg, Company Secretaries (COP No. 22703), for a term of five financial years from FY 2025–26 to FY 2029–30.

None of the Directors or KMPs or their relatives are concerned or interested in the resolution.

BY ORDER OF THE BOARD
Gogia Capital Growth Limited

Sd/-
Bharti Rana
Company Secretary & Compliance Officer

Place: Delhi
Date: 03rd September, 2025