

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of GODREJ CONSOVEYO LOGISTICS AUTOMATION LIMITED will be held at short notice on Friday, 27th November, 2020, at 12:45 p.m. through the medium of Video Conferencing via Microsoft Teams to transact the following business:

SPECIAL BUSINESS:

To approve change in name of the Company from ‘GODREJ CONSOVEYO LOGISTICS AUTOMATION LIMITED’ to ‘GODREJ KOERBER SUPPLY CHAIN LIMITED’ and the alteration of the Memorandum and Articles of Association of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 4 & 13 of the Companies Act, 2013 (the Act) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Act, and subject to the approval of the Central Government, Registrar of Companies (ROC), approval be and is hereby accorded through the medium of video conferencing for changing the name of the Company from ‘GODREJ CONSOVEYO LOGISTICS AUTOMATION LIMITED’ to ‘GODREJ KOERBER SUPPLY CHAIN LIMITED’.

FURTHER RESOLVED THAT the ‘Name Clause’ being Clause-I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

‘I. The Name of the Company is GODREJ KOERBER SUPPLY CHAIN LIMITED.’

FURTHER RESOLVED THAT in terms of Section 14 of the Act, the Articles of Association of the Company, be altered by deleting the existing name i.e. ‘GODREJ CONSOVEYO LOGISTICS AUTOMATION LIMITED’ wherever appearing and substituting it with ‘GODREJ KOERBER SUPPLY CHAIN LIMITED’.

FURTHER RESOLVED THAT pursuant to the provisions of Section 117 of the Act, read with the provisions contained in General Circular No. 14/2020 dated 8th April, 2020 issued by the Ministry of Corporate Affairs, which are duly complied with, and any Director or the Secretary of the Company be and is hereby authorized to file a copy of this Resolution, certified to be true along with the Explanatory Statement thereon with the ROC, Maharashtra, Mumbai.”

By Order of the Board of Directors
For **Godrej Consoveyo Logistics Automation Limited**

Sd/-

Suneeta Mane

Company Secretary

Membership No.: A26206

Navi Mumbai, 27th November, 2020

Registered Office:

701, A Wing,

Reliable Tech Park,

off. Thane-Belapur Road,

Airoli, Navi Mumbai 400 708

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Act, with respect to Item of the Notice set out above is annexed hereto.
2. Video Conferencing via *Microsoft Teams*:
 - In view of outbreak of the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide General Circular Nos. 14/2020, 17/2020, 22/2020 and 33/2020 dated 8th April 2020, 13th April, 2020, 15th June, 2020 and 28th September, 2020 respectively (collectively referred to as “MCA Circulars”) permitted the holding of the Extra Ordinary General Meeting (“EOGM”) through Video Conferencing (VC) / Other Audio Visual Means (OVAM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”) and aforesaid MCA Circulars, the EOGM of the Company is being held through VC.
 - Attendance of the Members through the medium of VC will be counted for the purpose of Quorum.
 - Please follow the steps mentioned below to join and participate in the EOGM of the Company:
 1. Click on the link provided in the email sent to you.
 2. Those Members who do not have the Microsoft Teams App downloaded on their laptops/ mobile devices can join the Meeting as a Guest on the web.
 3. The Microsoft Teams link for the EOGM shall open at 12:45 p.m. (IST) to enable you to log in to the Meeting.
 4. For any assistance in joining/participating through VC please contact Ms. Suneeta Mane, Company Secretary (+91 8291250412/ suneeta.mane@godrejconsoveyo.com)
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY IS **NOT ENTITLED TO APPOINT A PROXY** AS PER THE PROVISIONS CONTAINED IN GENERAL CIRCULAR NO. 14/2020 DATED 8TH APRIL, 2020 ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS, PURSUANT TO WHICH THIS MEETING IS BEING CONDUCTED THROUGH THE MEDIUM OF VIDEO CONFERENCING.
4. Corporate Members intending their authorized representatives to attend the EOGM, are requested to send a certified copy of the board resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the Meeting.
5. Relevant documents referred to in the accompanying Notice are available for inspection online during office hours on all days except Sundays and public holidays, upto the date of the EOGM. The aforesaid documents will also be available for inspection by Members during the EOGM with the Company Secretary of the Company, who will share the desired documents with the Member who has requested them via VC.
6. Manner of Voting during the EOGM shall be through show of hands, unless a poll is demanded.
7. The venue of the EOGM shall be deemed to be the Registered Office of the Company at 701, A-Wing, Reliable Tech Park, off. Thane-Belapur Road, Airoli, Navi Mumbai 400 708.

By Order of the Board of Directors
For **Godrej Consoveyo Logistics Automation Limited**
Sd/-
Suneeta Mane
Company Secretary
Membership No.: A26206

Navi Mumbai, 27th November, 2020

Registered Office:
701, A Wing,
Reliable Tech Park,
off. Thane-Belapur Road,
Airoli, Navi Mumbai 400 708.

ANNEXURE TO NOTICE OF EXTRA ORDINARY GENERAL MEETING

EXPLANATORY STATEMENT

The following Explanatory Statement, as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to the business mentioned in the accompanying Notice dated Friday, 27th November, 2020 being held at short notice through the medium of video conferencing.

The Company had received a request from Koerber Supply Chain PT S.A. (Formerly Consoveyo, S.A.) the Joint Venture Partner and holding company of the Company, to change the name of the Company, from “GODREJ CONSOVEYO LOGISTICS AUTOMATION LIMITED” to ‘GODREJ KOERBER SUPPLY CHAIN LIMITED’.

In view of the above, the Board of Directors of the Company at its Meeting held on 3rd November, 2020, approved the change in the name of the Company from ‘GODREJ CONSOVEYO LOGISTICS AUTOMATION LIMITED’ to ‘GODREJ KOERBER SUPPLY CHAIN LIMITED’. Subsequently, on an application to the Central Registration Center (CRC), Ministry of Corporate Affairs (MCA), the proposed name is made available to the Company vide their letter dated 12th November, 2020.

As per the provisions of Section 4, 13 & 14 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in the force) approval of members by way of passing a special resolution at the general meeting is required for changing the name and consequent alteration in the Memorandum and Articles of Association of a company. Hence, in the circumstances, a Special Resolution to that effect is put up for approval of the Members of the Company.

The proposed change in name will not affect any of the rights of the Company or of the Members/Stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

A copy of the Memorandum and Articles of Association of the Company is available for inspection at the Registered Office of the Company on all working days during usual business hours.

Accordingly, the Board of Directors commend the Resolution for the approval of the Members by passing Special Resolution as set out in the Notice for Change in the name of the Company.

None of the Directors and/or, Key Managerial Personnel and their relatives are concerned with or interested, financially or otherwise, in the said Resolution.

For **Godrej Consoveyo Logistics Automation Limited**

Sd/-

Suneeta Mane

Company Secretary

Membership No.: A26206

Navi Mumbai, 27th November, 2020

Registered Office:

701, A Wing,

Reliable Tech Park,

off. Thane-Belapur Road,

Airoli, Navi Mumbai 400 708.