

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the Extraordinary General Meeting of Godrej Consoveyo Logistics Automation Limited (*Formerly Godrej Efacec Automation and Robotics Limited*) will be held on Thursday, 3rd May, 2018, at 2:00 p. m. at the Registered Office of the Company at 701, A Wing, Reliable Tech Park, off. Thane-Belapur Road, Airoli, Navi Mumbai 400708, to transact the following business:

SPECIAL BUSINESS

1. Approve the alteration of the Objects Clause of the Memorandum 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 13 and other applicable provisions, if any, of the Companies Act, 2013, and the relevant Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby granted to alter the Objects Clause of the Memorandum of Association of the Company, in the following manner:

1. To insert Clause 1A after the existing Clause III(A)(1):

1A To render advisory, consultancy and support services such as in the fields of investment, finance, accounting, management, human resource, secretarial, legal, taxation, administrative, industrial and matters incidental and ancillary thereto for the Group Companies of the Company.

2. To amend Clause No. III(B)(5), III(B)(18) and III(B)(28) read as under:

Clause III(B)(5):

To borrow, receive moneys on deposit, loan or otherwise either secured or otherwise, by mortgage, charge, hypothecation of the property, assets of the Company including its uncalled capital and to place moneys on deposit, loan or otherwise from or with any person, firm or body corporate upon such terms as the Company may approve subject to the provisions of the Companies Act, 2013, and Rules framed thereunder and the Reserve Bank of India directives as applicable from time to time.

Clause III(B)(18):

Subject to the provisions of the Companies Act, 2013, to make donations to any person, company or association and to subscribe or guarantee money for any national, international, charitable, benevolent, educational, public objects, activity, exhibition or trade show, for any purpose whatsoever in furtherance to the objects of the Company or the interests of its members.

Clause III(B)(28):

Subject to the provisions of the Companies Act, 2013, to distribute among the members either at the time of redemption or reduction of capital or otherwise in specie any property of the Company or any proceeds of sale or disposal of any property of the Company so that no distribution amounting to a reduction of capital be made except with the sanction if any, for the time being required by law.

3. To delete Clause III(C) - Other Objects

FURTHER RESOLVED THAT the Board of Directors and Secretary of the Company be and is hereby severally authorised to take such steps and do such acts, deeds, matters and things as may be necessary or expedient to give full effect to this Resolution.

NOTES:

- (a) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business mentioned under Item No. 1 as set out in the Notice is annexed hereto.
- (b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. Proxies in order to be effective should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- Proxies submitted on behalf of the limited companies, societies, partnership firms, etc., must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.
- (c) The instrument appointing a Proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting. A proxy so appointed shall not have any right to speak at the Meeting. A Proxy Form in Form MGT-11 is annexed to this Notice marked as **Enclosure-I**.
- (d) All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during office hours on all days except Sundays and public holidays, upto the date of the Extraordinary General Meeting.
- (e) Corporate Members intending to send their authorized representatives to attend the Extraordinary General Meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.

By order of the Board of Directors

Sd/-
Suneeta Mane
Company Secretary
Membership No.: A26206

Mumbai, 3rd May, 2018

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

ANNEXURE TO NOTICE OF EXTRAORDINARY GENERAL MEETING

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

The following Statement, as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to the business under Items No. 1 mentioned in the accompanying Notice dated 3rd May, 2018.

The Members are informed that:

The present Objects Clause of the Memorandum of Association (MoA) of the Company allows it to conduct the business it is currently engaged in, the same will be needed to be expanded and/or modified to allow the Company to the flexibility to pursue activities which it may consider doing so in the future.

Further in order to align the Object Clause of the MoA of the Company as per Table-A of Schedule-I of the Companies Act, 2013, it will be prudent to delete the references of the provisions of erstwhile Companies Act, 1956, and replace it with the corresponding references of the provisions of Companies Act, 2013 and to delete 'Other Objects' Clause from the MoA.

Further, Section 13 of the Companies Act, 2013 provides that a company may alter its Objects Clause of the MoA, provided approval of its Members by way of a Special Resolution, in respect of such alteration is obtained. In compliance thereof, a Special Resolution as set out in the accompanying Notice at Item No. 1 is now being placed before the Members of the Company for their approval.

The Board of Directors of the Company commends the passing of the Special Resolution as set out in the Notice of this Meeting.

The proposed MoA is available for inspection at the Registered Office of the Company on all working days during normal business hours without payment of any fees by the Members.

No Director/ Key Managerial Personnel of the Company or their relatives are in any way, concerned with or interested, financially or otherwise, in the said Special Resolution at Item No. 1 of the accompanying Notice.

By order of the Board of Directors

Sd/-
Suneeta Mane
Company Secretary
Membership No.: A26206

Mumbai, 3rd May, 2018

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

*Godrej Consoveyo Logistics Automation Limited
(Formerly Godrej Efacec Automation and Robotics Limited)*

ATTENDANCE SLIP

Godrej Consoveyo Logistics Automation Limited

(Formerly Godrej Efacec Automation and Robotics Limited)

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

CIN: U28990MH1996PLC104088

Extraordinary General Meeting – 3rd May, 2018

Name of the member(s):	
Name of the Proxy:	
No. of shares :	
Folio No. / *DP id and Client id:	

**Applicable for investors holding shares in electronic form*

I/We hereby record my/our presence at the **EXTRAORDINARY GENERAL MEETING** of the Company on Thursday, 3rd May, 2018 at 2:00 p.m. at the Registered Office of the Company, at 701-A, Reliable Tech Park, off Thane-Belapur Road, Airoli, Navi Mumbai, 400 708.

Member's / Proxy's Signature

(To be signed at the time of handing over this slip)

- Notes.**
1. Please complete this attendance slip and hand it over at the entrance of the meeting hall.
 2. Joint shareholders may obtain additional attendance slip at the venue of the meeting.

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
Email Id	
Registered Folio No	

I/We, being the member (s) of the above named company, hereby appoint

1. Name :
Address :
E-mail Id :
Signature :....., or failing him

2. Name :
Address:
E-mail Id :
Signature:.....,

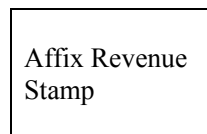
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Thursday, 3rd May, 2018 at 2:00 p.m. at the Registered Office of the Company, at 701-A, Reliable Tech Park, off Thane-Belapur Road, Airoli, Navi Mumbai, 400 708 and at any adjournment thereof in respect of such resolutions as are indicated below:

SPECIAL BUSINESS:
1. Approve the alteration of the Objects Clause of the Memorandum of Association of the Company

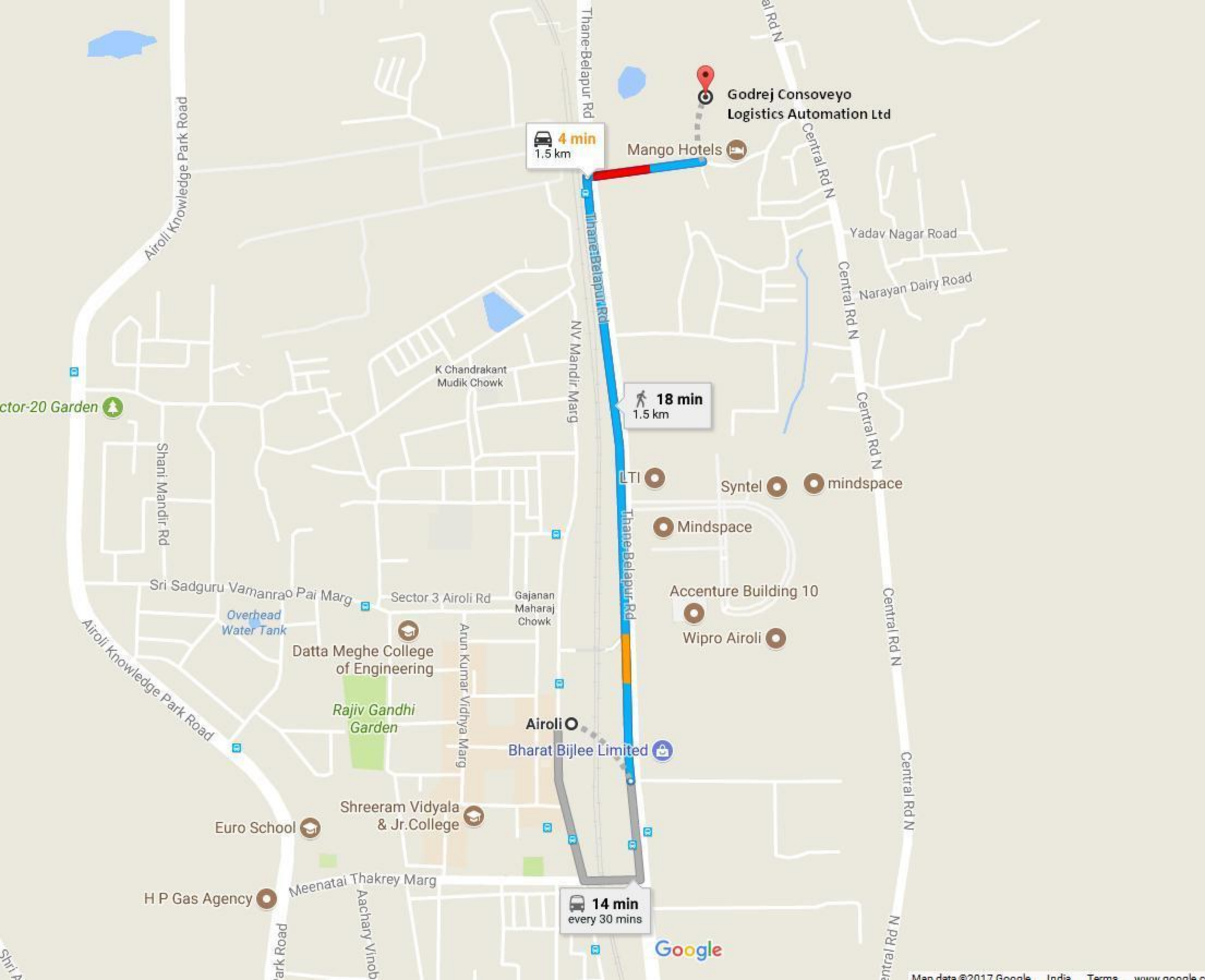
Signed this..... day of..... 2018

Signature of shareholder

Signature of Proxy holder(s).....



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



Godrej Consoveyo
Logistics Automation Ltd

Mango Hotels

4 min
1.5 km

18 min
1.5 km

14 min
every 30 mins

Google