

NOTICE

Notice is hereby given that a Meeting of the Board of Directors of **Gilada Finance and Investments Limited** is scheduled to be held on **Saturday, 29th day of August 2020** at **11.30 a.m.** through Video Conferencing (Zoom) to consider and approve the following agenda items along with the resolutions.

ITEM NO. 1

LEAVE OF ABSENCE:

The present composition of the Board of the Company is as under:-

Sl. No.	Name	Designation
1.	Mr. Rajgopal Gilada	Managing Director
2.	Mr. Sampathkumar Gilada	Whole Time Director
3.	Mr. K V Prabhakar	Independent Director
4.	Ms. Bindu Gilada	Director
5.	Mr. Srikantiah Shivaswamy	Independent Director
6.	Ms. Sangeetha Sampathkumar Gilada	CEO
7.	Ms. Pallavi Vaibhav Gilada	CFO

Requests for leave of absence, if any received, will be placed before the meeting for consideration by the Board.

ITEM NO. 2

CONFIRMATION OF THE MINUTES:

The minutes of the last Meeting of the Board of Directors of Gilada Finance & Investments Limited, held on 30th July 2020 at 11:30 AM at the registered office of the Company duly signed by the Chairman, are annexed hereto. The Board is requested to kindly confirm the same by passing the following Resolution:



DRAFT RESOLUTION:

"RESOLVED THAT the Minutes of the Meeting of the Board of Directors of Gilada Finance & Investments Limited, held on 30th July 2020 at 11:30 AM at the registered office of the Company duly signed by the Chairman, be and are hereby confirmed".

Submitted for approval of the Board.

ITEM NO.3

TO CONSIDER AND APPROVE THE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED ON 30TH JUNE, 2020:

The Chairman placed before the Board a Statement of unaudited Financial Results for the quarter ended on 30th June, 2020 to be published in the newspapers and to be submitted to the Stock Exchange and stated that members of the Audit Committee have reviewed in detail the said results and have recommended the same to the directors for their approval. The Auditors of the Company have carried out Limited Review Report of the said Financial Results. After discussion, the following resolution was passed unanimously.

DRAFT RESOLUTION:

"RESOLVED THAT the unaudited Financial Results for the quarter ended 30th June, 2020, initialed by the Chairman for the purpose of identification, reproduced hereunder be and are hereby approved and the same be uploaded to Bombay Stock Exchange along with Limited Review Report as given by Statutory Auditors of the Company and published in newspapers as per the requirement of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 with the Bombay Stock Exchange.

RESOLVED FURTHER THAT Mr. Rajgopal Gilada, Managing Director(DIN:00307829) of the Company be and is hereby authorised to sign the same and furnish the same to the Stock Exchanges where the shares of the Company are listed and to publish the same in the newspapers as required under the listing agreement."

RESOLVED FURTHER THAT Ms. Iswariya Rajan, Company Secretary (A52673) of the Company be and is hereby directed to furnish the aforesaid results alongwith all the



relevant documents to the Bombay Stock Exchange and to do all the acts and deeds that are necessary and incidental to execute the above resolution.”

4. TO APPOINT SAND & ASSOCIATES AS SECRETARIAL AUDITOR:

Mr. Rajgopal Gilada, Chairman informed the Board that as per the provisions of section 204 of the Companies Act 2013, it is mandatory for the Company to get its secretarial audit done. He then placed before the various quotations that were received placed on the table draft notice of the Annual General Meeting of the members of the company. The Chairman informed about the business required to be transacted at the said meeting. The board thereafter considered the matters to be placed before the members and passed the following resolution unanimously:

DRAFT RESOLUTION:

“RESOLVED THAT pursuant to provisions of section 204 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, consent of the Board be and is hereby accorded for the appointment of SAND & Associates, Practicing Company Secretaries Firm, Pune as Secretarial Auditor of the Company for conducting Secretarial Audit and other required Compliances for the FY 2019-20 and 2020-21 at a remuneration as applicable and decided by the Board plus out of pocket expense.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby jointly and severally authorized to do such acts, deeds and things as may be necessary to give effect to the above resolution and to file the resolution with the Registrar of Companies, Bangalore along with requisite e-Form.”

5. APPOINTMENT OF COMPANY SECRETARY AND COMPLIANCE OFFICER:

CS Monica Geeta Gandhi has resigned from the office of Company Secretary w.e.f. 13.08.2019 and since then the office of the CS was vacant. The proposal for the appointment of CS Iswariya Rajan is placed before the Board for its consideration.

DRAFT RESOLUTION:

“RESOLVED THAT subject to the provisions of section 203 of the companies Act, 2013 and read with rules 8 of companies (Appointment and Remuneration) rules, 2014 and any



amendments thereto, Ms. Iswariya Rajan an Associate Member of the Institute of The Company Secretaries of India, who possess the requisite qualification as prescribed under the Companies (Appointment and Qualifications of Secretary) Rules 1988 be and is hereby appointed on such term and conditions as may be decided by the management , as the Company Secretary of the Company to perform the duties of a secretary as required under the Companies Act, 2013 and any other duties assigned by the Board of Directors from time to time.”

RESOLVED FURTHER THAT Ms. Iswariya Rajan, Company Secretary, be and is hereby appointed as the Compliance Officer of the Company as per Regulation 6 of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015 with effect from 29.08.2020”.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to file necessary forms with the registrar of Companies / Ministry of Corporate Affairs and to do all such acts, deeds, matters and things as may be required to give effect to this resolution.”

Submitted for the approval of the Board.

6 . TO TAKE NOTE OF RESIGNATION OF AUDITOR:

The Chairman informed the Board that the members in the Annual General Meeting held on 29th September 2018, had appointed M/s Gnanoba & Bhat, Chartered Accountants as the Statutory auditor of the Company for a term of 5 years pursuant to the provisions of the section 139 and 142 of the Companies Act 2013. They further informed that they are not intending to continue as the Statutory Auditors of the Company due to their pre-occupation and would want to tender a resignation.

The Board then considered the various other quotations that were received and considered the appointment of M/s. New Auditor Firm, Chartered Accountants as the Statutory auditors of the Company to hold office from the ensuing AGM till the conclusion of the 27th AGM of the Company.

The Board after detailed deliberation passed the following resolution unanimously:

DRAFT RESOLUTION:

“RESOLVED THAT pursuant to provisions of Sections 139, 142 and other applicable provisions, if any of the Companies Act, 2013 (‘the Act’) and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof)



and pursuant to the recommendation of the Audit Committee and the Board of Directors and subject to the approval of the members at the ensuing 26th Annual General Meeting of the Company, M/s. New Auditor Firm (Firm Registration No. -----), Chartered Accountants, shall be appointed as statutory auditors of the Company for a period of five (05) years to hold office from the conclusion of the ensuing 26th Annual General Meeting until the conclusion of the 30th Annual General Meeting of the Company. at a remuneration as may be decided by the Board of Directors of the Company in place of the resigning auditors M/s. Gnanoba & Bhat, Chartered Accountants (Firm Registration No. 000939S)."

4. ANY OTHER ITEM WITH THE PERMISSION OF CHAIR

For GILADA FINANCE AND INVESTMENTS LIMITED



[Handwritten Signature]
RAJGOPAL SHANKARLAL GILADA
(MANAGING DIRECTOR)

DIN: 00307829

DATE: