

# FIFTH GEAR VENTURES LIMITED

CIN: U74999MH2015PLC357932

Regd. Office: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai – 400018

Telephone No. 022 – 24901411 Fax No: 2490 0833

Website: [www.carandbike.com](http://www.carandbike.com)

[VS.RAMESH@mahindra.com](mailto:VS.RAMESH@mahindra.com)

## NOTICE

Notice is hereby given that the 1<sup>st</sup> (2022-2023) Extra Ordinary General Meeting of the Members of Fifth Gear Ventures Limited will be held through Video Conferencing (VC), at Shorter Notice, at Mahindra Towers, P.K. Kurne Chowk, Worli, Mumbai- 400018 (Deemed Venue) on Tuesday, 8<sup>th</sup> November, 2022 at 5.45 p.m. to transact the following Special Business:

### Special Business:

#### **Increase of Authorised Share Capital of the Company and consequent alteration of Clause V of the Memorandum of Association 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 (i) the provisions of Sections 13, 61 and 64 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) (the “Act”); (ii) the provisions of the Articles of Association of the Company; and (iii) such other statutes, laws, rules, regulations, guidelines, circulars, directions, notifications and clarifications as applicable from time to time, and subject to such other consent(s)/permission(s)/sanction(s), if any, as may be required, approval of the Members of the Company, be and is hereby accorded for increase of and alteration in the Authorised Share Capital of the Company from Rs. 20,00,000 (Rupees Twenty Lakhs) divided into 2,00,000 (Two Lakhs) Equity Shares of Rs. 10 (Rupees Ten) each to Rs. 50,00,000 (Rupees Fifty Lakhs only) divided into 5,00,000 (Five Lakhs) Equity Shares of Rs. 10 (Rupees Ten) each, by creation of additional 3,00,000 (Three Lakhs) Equity Shares of Rs. 10/- each and consequently the existing Clause V of the Memorandum of Association of the Company relating to the share capital be altered by deleting the same and substituting in its place and stead, the following Clause ‘V’:

V. The Authorised Share Capital of the Company is Rs. 50,00,000 (Rupees Fifty Lakhs only) divided into 5,00,000 (Five Lakhs) Equity Shares of Rs. 10 (Rupees Ten) each with power to increase and reduce share capital of the Company and to cancel any number of un-allotted shares and to divide the shares in the capital for the time being into different classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be

# **FIFTH GEAR VENTURES LIMITED**

**CIN: U74999MH2015PLC357932**

Regd. Office: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai – 400018

Telephone No. 022 – 24901411 Fax No: 2490 0833

Website: [www.carandbike.com](http://www.carandbike.com)

[VS.RAMESH@mahindra.com](mailto:VS.RAMESH@mahindra.com)

=====

determined in accordance with the regulations of the Company and subject to the provisions of Sections 48, 55, 66 and other applicable provisions of the Companies Act, 2013. The Company may alter the conditions of the Memorandum relating to share Capital in accordance with Section 61 of the Companies Act, 2013.”

**RESOLVED FURTHER THAT** any of the Directors of the Company, Mr. Ashish Diwanji, Chief Financial Officer, be and are hereby severally authorised to settle any question, difficulty or doubt that may arise in connection with the aforesaid resolution or any other matters related thereto, to file necessary forms with the Registrar of Companies and/or other regulatory authorities, to provide a copy of the resolution certified to be true and to do all such acts, deeds and things, as they may, in their absolute discretion, deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution, without being required to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**By Order of the Board  
For Fifth Gear Ventures Limited**

**SD/-  
Rajeev Dubey  
Chairman  
DIN:00104817  
Mumbai  
18<sup>th</sup> October,2022**

# FIFTH GEAR VENTURES LIMITED

CIN: U74999MH2015PLC357932

Regd. Office: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai – 400018

Telephone No. 022 – 24901411 Fax No: 2490 0833

Website: [www.carandbike.com](http://www.carandbike.com)

[VS.RAMESH@mahindra.com](mailto:VS.RAMESH@mahindra.com)

## NOTES:

- A. In view of the guidelines provided under General Circular No.14/2020 dated April 8<sup>th</sup> April, 2020, General Circular No.17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021, General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021 and General Circular No. 3/2022 dated 5<sup>th</sup> May, 2022 issued by the Ministry of Corporate Affairs, Government of India (the 'MCA Circulars') the Meeting of equity shareholders is being convened through VC/OAVM and the Meeting shall be deemed to be held at the venue as mentioned in the Notice of EOGM.

Notice has been sent via e-mail to all Members as per e-mail addresses registered with the Company.

Members, whose e-mail ids are not registered or changed, are requested to update/register their email ids by sending a request to the below mentioned designated email ids by providing Name of the shareholder, e-mail id, PAN, DPID/Client ID or Folio number and number of shares held by them for registering the email id.

- B. The Company's Registrar and Transfer Agents for its share registry work (Electronic) are NSDL Database Management Limited having its office at Kamala Mills Compound, 11<sup>th</sup> Floor, Trade World, D Wing, Times Tower, Lower Parel, Mumbai, Maharashtra 400013. Tel: 022 2499 4200, Email id: [info\\_ndml@nsdl.co.in](mailto:info_ndml@nsdl.co.in)
- C. This Notice along with copy of draft altered Memorandum of Association is also available on the website of the Company- [www.carandbike.com](http://www.carandbike.com)
- D. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the applicable rules, setting out the material facts and reasons for the resolution in respect of the business set out above is annexed hereto.
- E. Members are entitled to attend and vote by show of hands, if permitted by the Chairman of the Meeting. Further, where a poll is required/demanded, the Members shall communicate their assent/dissent on the agenda items of this Extra Ordinary General Meeting by sending an email to [DUBEY.RAJEEV@mahindra.com](mailto:DUBEY.RAJEEV@mahindra.com) ("Designated email ID") with cc to [VS.RAMESH@mahindra.com](mailto:VS.RAMESH@mahindra.com) and [sharma.manish2@mahindra.com](mailto:sharma.manish2@mahindra.com)
- F. Since this EOGM is being held through VC/OAVM where physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by the Members will not be available for this EOGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

# FIFTH GEAR VENTURES LIMITED

CIN: U74999MH2015PLC357932

Regd. Office: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai – 400018

Telephone No. 022 – 24901411 Fax No: 2490 0833

Website: [www.carandbike.com](http://www.carandbike.com)

[VS.RAMESH@mahindra.com](mailto:VS.RAMESH@mahindra.com)

=====

- G. Since the EOGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
- H. Members can join the Meeting by clicking on the link provided in the email containing this Notice convening this 1<sup>st</sup> (2022-2023) Extra Ordinary General Meeting of the Members of the Company.
- I. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
- J. Members attending the EOGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- K. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance to the designated e-mail id.
- L. Corporate Members intending to attend the meeting through their authorized representatives are requested to email to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- M. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested, maintained under section 189 of the Companies Act, 2013 and all other relevant documents will be available electronically for inspection by the members till and during this EOGM. Members seeking to inspect such documents can send an email to [DUBEY.RAJEEV@mahindra.com](mailto:DUBEY.RAJEEV@mahindra.com) ("Designated email ID") with cc to [VS.RAMESH@mahindra.com](mailto:VS.RAMESH@mahindra.com) and [sharma.manish2@mahindra.com](mailto:sharma.manish2@mahindra.com)

**By Order of the Board  
For Fifth Gear Ventures Limited**

**SD/-  
Rajeev Dubey  
Chairman  
DIN:00104817  
Mumbai  
18<sup>th</sup> October, 2022**

# **FIFTH GEAR VENTURES LIMITED**

**CIN: U74999MH2015PLC357932**

Regd. Office: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai – 400018

Telephone No. 022 – 24901411 Fax No: 2490 0833

Website: [www.carandbike.com](http://www.carandbike.com)

[VS.RAMESH@mahindra.com](mailto:VS.RAMESH@mahindra.com)

=====

## **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

The following statement sets out the material facts concerning the special business mentioned in the accompanying Notice dated 18<sup>th</sup> October, 2022.

---

### **Increase of Authorised Share Capital of the Company and consequent alteration of Clause V of the Memorandum of Association of the Company**

As a part of the growth strategy and to strengthen the financial position of the Company to meet the funding requirements arising out of the aggressive growth plans of the Company in the coming years, the Board of Directors of the Company at their Meeting held on 18<sup>th</sup> October, 2022, approved, subject to further approval of the Shareholders of the Company, the increase in Authorised Share Capital of the Company and alteration of the Capital Clause of the Memorandum of association of the Company.

At present, the authorized share capital of the Company is Rs. 20,00,000 (Rupees Twenty Lakhs) divided into 2,00,000 (Two Lakh) Equity Shares of Rs. 10 (Rupees Ten) each.

In view of the proposed fund raising, the Company is proposing to increase and alter the Authorised Share Capital from Rs. 20,00,000 (Rupees Twenty Lakhs) divided into 2,00,000 (Two Lakhs) Equity Shares of Rs. 10 (Rupees Ten) each to Rs. 50,00,000 (Rupees Fifty Lakhs only) divided into 5,00,000 (Five Lakhs) Equity Shares of Rs. 10 (Rupees Ten) each, by creation of additional 3,00,000 (Three Lakhs) Equity Shares of Rs. 10/- each.

The proposed increase and alteration in the Authorised Share Capital of the Company will require consequent alteration to Clause V of the Memorandum of Association of the Company relating to authorized share capital.

Members are requested to note that approval of the Members is required (i) in terms of Sections 61 and Section 64 of the Companies Act, 2013 for increase in Authorised Share Capital of the Company; and (ii) in terms of Section 13 of the Companies Act, 2013 for consequent alteration of Clause V of the Memorandum of Association of the Company.

Members can request for draft of the amended Memorandum of Association of the Company by writing an email to [VS.RAMESH@mahindra.com](mailto:VS.RAMESH@mahindra.com) and [sharma.manish2@mahindra.com](mailto:sharma.manish2@mahindra.com)

# **FIFTH GEAR VENTURES LIMITED**

**CIN: U74999MH2015PLC357932**

Regd. Office: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai – 400018

Telephone No. 022 – 24901411 Fax No: 2490 0833

Website: [www.carandbike.com](http://www.carandbike.com)

[VS.RAMESH@mahindra.com](mailto:VS.RAMESH@mahindra.com)

=====

The Board of Directors of the Company recommends the resolution as set out in this EGM Notice to the Members for their consideration and approval by way of an **Ordinary Resolution**.

None of the Promoters, Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out in this EGM Notice except to the extent of their respective shareholding in the Company, if any.

**By Order of the Board  
For Fifth Gear Ventures Limited**

**SD/-  
Rajeev Dubey  
Chairman  
DIN:00104817  
Mumbai  
18<sup>th</sup> October,2022**