GALLOPS ENTERPRISE LIMITED

Regd. Office: 9th Floor, Astron Tech Park, Near Satellite Police Station, Satellite, Ahmedabad, Gujarat-380015

Website: www.gallopsenterprise.com Contact Details: 0749-26861459/60 CIN NO.L65910GJ1994PLC023470

3rd September, 2020

To,
Department of Corporate Services **BSE Limited,**Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai -400 001

Security Code: 531902
Security ID: GALLOPENT

Dear Sir,

Sub: Submission of Notice of Annual General Meeting under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we send herewith the Notice of Annual General Meeting of the company to be held on Tuesday, 29th September, 2020 along with instructions for e-Voting. The same is also available on the website of the Company at www.gallopsenterprise.com.

This is for your information and records.

Thanking you,

Yours faithfully,

For, Gallops Enterprise Limited

Hiral Soni

Company Secretary

Encl.: As above

GALLOPS ENTERPRISE LIMITED

CIN: L65910GJ1994PLC023470

Regd. Off: 9th Floor, Astron Tech Park, Near Satellite Police Station, Satellite, Ahmedabad - 380015 **T** - +917926861459/60 : : **Website**: www.gallopsenterprise.com :: **Email** : investors.gallops@gmail.com

NOTICE

Notice is hereby given that the *Twenty Sixth* Annual General Meeting ("AGM") of the Members of <u>GALLOPS ENTERPRISE LIMITED</u> will be held on Tuesday, September 29, 2020 at 11.30 a.m. through Video Conference ("VC")/ Other Audio Visual Means ("OAVM") facility, to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2020 and the reports of the Board of Directors and Auditors thereon.
- 2. To appoint a Director in place of Ms. Pooja Patel (DIN: 2233585), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit to pass with or without modification(s) the following resolution as a **Ordinary Resolution:**

Appointment of Mr. Balram Bharatbhai Padhiyar (DIN: 01812132) as Managing Director of the Company

RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") (including any statutory modification or reenactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Company be and is hereby accorded for the Appointment of Mr. Balram Bharatbhai Padhiyar (DIN: 01812132) as Managing Director of the Company and who has agreed that he will not draw any remuneration from the Company, being as Managing Director and as a Whole time Key Managerial Personnel (KMP) of the Company for a period of 5 years with effect from 25th June, 2020 to 24th June, 2025 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Balram Bharatbhai Padhiyar.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and are hereby authorized severally to take such steps as it may consider necessary, proper or expedient to give effect to the aforesaid resolution."

Place: Ahmedabad Date: August 18, 2020

Registered Office:

9th Floor, Astron Tech Park, Near Satellite Police Station, Satellite, Ahmedabad - 380015 CIN: L65910GJ1994PLC023470 By order of the Board of Directors For, GALLOPS ENTERPRISE LIMITED

Hiral Soni Company Secretary

NOTES

- 1. In view of the massive outbreak of the COVID-19 pandemic, social distancing has to be a pre-requisite. The Ministry of Corporate Affairs ("MCA") has vide its circular dated 5th May 2020 read with circulars dated 8th April 2020 and 13th April 2020 ("MCA Circulars") and Securities and Exchange Board of India vide its circular dated 12th May 2020 ("SEBI Circular"), permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company will be held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The deemed venue for the 26th Annual General Meeting of the Company shall be the Registered Office of the Company. The detailed procedure for participating in the meeting through VC/OAVM is explained at Note No. 15 below.
- 2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 3. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 23rd September 2020 to Tuesday, the 29th September 2020 (both days inclusive).
- 4. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM inter-alia, indicating the process and manner of voting through electronic means along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website i.e. www.eyoting.nsdl.com, website of NSDL at www.eyoting.nsdl.com.
- 5. In case of Joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- 6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 7. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of at least 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination cum Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the AGM without any restriction on account of first-come first-served principle.
- 8. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item No. 3 of the Notice, is annexed hereto. The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/ re-appointment as a Director under Item No. 2 & 3 of the Notice is also annexed to the notice.

- 9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to investors.gallops@gmail.com.
- 10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants (DPs) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA viz. Link Intime India Private Limited / Company.
- 11. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or register and share transfer agent i.e. RTA Link Intime India Pvt. Ltd. for assistance in this regard.
- 12. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- 13. Since the AGM will be held through VC / OAVM, the Route Map is not annexed with Notice.

14. INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS (E-VOTING) AND OTHER INSTRUCTIONS RELATING THERETO ARE AS UNDER:

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.
- II. The Company has engaged the services of NSDL as the Agency to provide remote e-voting facility and e-voting during the AGM.
- III. Ms. Ankita Patel, Practicing Company Secretary (Membership No. FCS 8536, COP 16497) has been appointed as the Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting in a fair and transparent manner.
- IV. The Results of voting will be declared within 48 hours from the conclusion of the AGM. The declared Results, along with the Scrutinizer's Report will be submitted with the Stock Exchanges where the Company's equity shares are listed (BSE Limited) and shall also be displayed on the Company's website www.gallopsenterprise.com and NSDL's website www.evoting.nsdl.com.
- V. Voting rights of the Members for voting through remote e-voting and voting during the AGM shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, 22nd September, 2020. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting and voting during the AGM.
- VI. The remote e-voting facility will be available during the following period:
 - a. Commencement of remote e-voting: 9.00 A.M. (IST) on Saturday, 26th September 2020
 - b. End of remote e-voting: 5.00 P.M. (IST) on Monday, 28th September 2020
 - c. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by NSDL upon expiry of aforesaid period.

- VII. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- VIII. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- IX. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holds shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in mentioning their demat account number/folio number, PAN, name and registered address. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

X. Process and manner for Remote e-voting:

Members are requested to follow the below instructions to cast their vote through e-Voting:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log in to NSDL e-Voting website?

- 1. Visit the e-Voting website of NSDL Open web browser by typing the following URL: https://www.evoting.nsdl.com/either on a Personal Computer or on a mobile.
- 2. Once the homepage of e-Voting system is launched, click on the icon "Login" which is available under Shareholders' section.
- 3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
 - Alternatively, if you are registered for NSDL e services i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.
- 4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:	
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.	
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID. For example if your Beneficiary ID is 12********* then your user ID is 12**********	
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***	

- 5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your' initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a. pdf file. Open the .pdf

- file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) <u>"Physical User Reset Password?"</u> (If you are holding shares in physical mode) option available onwww.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.inmentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the checkbox.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

- 1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- 3. Select "EVEN" of Gallops Enterprise Limited to cast your vote.
- 4. Now you are ready for e-Voting as the Voting page opens.
- 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
- 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Instructions for members for e-voting on the day of the AGM:

- 1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- 2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- 3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- 4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

General Guidelines for shareholders:

- 1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csankitapatel@gmail.com with a copy marked to evoting@nsdl.co.in.
- 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five

- unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

15. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM:

- I. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at https://www.evoting.nsdl.com by using their remote e-voting login credentials and selecting the EVEN for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
- II. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis. Further, an additional time of 15 minutes after the commencement of the meeting shall also be provided for joining the meeting.
- III. Members are encouraged to join the Meeting through Laptops for better experience.
- IV. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- V. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- VI. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/1800-222-990.
- VII. Members seeking any information with regard to the annual accounts for 2019-20 or any business to be dealt at the AGM, are requested to send e mail on gallops.enterprises@gmail.com on or before 24th September 2020 along with their name, DP ID and Client ID/folio number, PAN and mobile number. The same will be replied by the Company suitably.
- VIII.Further, members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio Number,PAN and mobile number at gallops.enterprises@gmail.com on or before24th September 2020. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- 16. The Members who have not registered their e-mail addresses with the Company are requested to register them with the Company to receive e- communication from the Company. For registering e-mail address, the Members are requested to follow the below steps:
 - Members holding shares in physical mode are requested to provide name, folio number, mobile number, e-mail address, scanned copies of share certificate(s) (both sides), self-attested PAN and Aadhar Card through e-mail on investors.gallops@gmail.com.
 - Members holding shares in dematerialised mode are requested to provide name, Depository participant ID and Client ID, mobile number, e-mail address, scanned copies of self-attested client master or Consolidated Account statement through e-mail on investors.gallops@gmail.com.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013

ITEM NO. 3

Appointment of Mr. Balram Bharatbhai Padhiyar (DIN: 01812132) as Managing Director of the Company

The Board of Directors of the Company in its meeting held on June 25, 2020 has appointed Mr. Balram Bharatbhai Padhiyar (DIN: 01812132) as Managing Director of the Company without remuneration for a period of 5 years from 25th June, 2020 to 24th June, 2025 as recommended by the Nomination and Remuneration Committee.

<u>Broad particulars of the terms of appointment and remuneration payable to Mr. Balram Bharatbhai</u>

<u>Padhiyar is as under:</u>

- (a) Remuneration: Nil
- (b) The Managing Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company
- (c) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (d) The Managing Director shall adhere to the Company's Code of Conduct for Board Members and Senior Management Personnel.
- (e) The office of the Managing Director may be terminated by the Company or the concerned Director by giving the other 3 (three) months' prior notice in writing.
- (f) Mr. Balram Bharatbhai Padhiyar satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Balram Bharatbhai Padhiyar under Section 190 of the Act.

Brief resume of Mr. Balram Bharatbhai Padhiyar is given below:

Mr. Balram Bharatbhai Padhiyar has earned a Post Graduate Programme in Information Technology from Gujarat University. He has done this post graduate in specialization in database technologies at GLS Institute of Information Technology.

Mr. Balram Bharatbhai Padhiyar has started his career in 2002 as channel partner with HDFC Bank and ICICI Bank for automobile loans and general insurance. Over a period of time with Dhiyaan auto and Dhiyaan logistics he ventured in different segments like automobile, real estate, construction, logistics and warehousing, industries.

The Board recommends the Ordinary Resolution set out at Item No.3 of the Notice for approval by the Members.

Other than Mr. Balram Bharatbhai Padhiyar and Ms. Pooja Patel, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested, financially or otherwise in the Resolution mentioned at Item No. 3 of the Notice.

Place: Ahmedabad

Date: August 18, 2020

Registered Office:

9th Floor, Astron Tech Park, Near Satellite Police Station, Satellite, Ahmedabad - 380015 CIN: L65910GJ1994PLC023470 By order of the Board of Directors **For, GALLOPS ENTERPRISE LIMITED**

Hiral Soni Company Secretary

ANNEXURE TO THE NOTICE

Details of Directors seeking appointment and reappointment at the forthcoming Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015)

Particulrs	Pooja N. Patel	Balram Bharatbhai Padhiyar
Director Identification No.	02233585	01812132
Date of Birth	06.10.1983	19.03.1979
Nationality	Indian	Indian
Date of Appointment on the Board	01.04.2016	25.06.2020
Qualifications	B.E.E.C	Post graduate in Information Technology
Expertise in specific functional area	Expert in Strategy planning, sales, human resources, legal, financial & operational areas.	Expert in automobile, real estate, construction, logistics and warehousing industries.
Number of shares held in the Company	2,34,590	Nil
List of Directorship held in another company (excluding foreign company, Private and Section 8 Companies)*	Gallops Infrastructure Limited	Gallops Infrastructure Limited
No. of Board Meeting attended during the year	5 out of 5 meetings held during the year 2019-20	NA
Chairman/Member in the Committees of the Boards of companies in which he is a Director*	NIL	NA
Relationships between the Directors inter-se	Ms. Pooja Patel is a daughter of Mr. Narsinh G Patel , Managing Director and Wife of Mr. Balram Bharatbhai Padhiyar.	Mr. Balram Bharatbhai Padhiyar is a husband of Ms. pooja patel, the director of a company.