



Date: 28th August, 2023

To,

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai – 400001.

Script Code – 543372

Subject: Notice of 03rd Annual General Meeting for the F.Y. 2022-2023

Dear Sir / Madam,

Notice is hereby given that the 03rd Annual General Meeting (AGM) of the Company for the financial year ended 31st March, 2023 will be held on **Thursday, 21st September, 2023, at 03.00 p.m. at Office No. 307-308, Yogeshwar, 135/139, Kazi Sayed Street, Masjid Bunder West, Mumbai 400003.**

Kindly acknowledge receipt of the same.

Thanking You.

For **GETALONG ENTERPRISE LIMITED**

SWEETY
RAHUL JAIN

Digitally signed by
SWEETY RAHUL JAIN
Date: 2023.08.28
17:11:57 +05'30'

SWEETY RAHUL JAIN
MANAGING DIRECTOR
DIN: 07193077

**NOTICE****03RD ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE 03RD ANNUAL GENERAL MEETING OF THE MEMBERS OF GETALONG ENTERPRISE LIMITED WILL BE HELD ON 21ST SEPTEMBER, 2023 AT OFFICE NO. 307-308, YOGESHWAR, 135/139, KAZI SAYED STREET, MASJID BUNDER WEST, MUMBAI 400003 AT 03.00 P.M. TO TRANSACT THE FOLLOWING BUSINESS(ES):

ORDINARY BUSINESS(ES):

1. **Approval of Audited Standalone and Consolidated Financial Statement comprising of Balance Sheet as at 31st March, 2023, Profit and Loss account for the year ended on that date, cash flow statement and notes together with the Directors' report and auditor's report thereon:**

To consider, and if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** audited standalone and consolidated financial statement comprising of balance sheet as at 31st March, 2023, profit and loss account for the year ended on that date, cash flow statement and notes together with the director's report and auditor's report thereon be and hereby received, considered, adopted.”

2. **To appoint Ms. Payal Vikram Jain (DIN: 07053882) who retires by rotation and being eligible, offers herself for re-appointment as a director under the applicable provisions of companies act, 2013:**

To consider, and if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:



“**RESOLVED THAT** Ms. Payal Vikram Jain (**DIN: 07053882**) who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as director of the Company.”

SPECIAL BUSINESS(ES):

3. Alteration Of Articles Of Association Of The Company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any of the Companies Act 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded for the addition/substitution/modification of existing Articles of Association of the Company, with the amended provisions as provided thereunder:

Article No.	Existing Provisions	New/Proposed Provisions
II. 1. (i)	The Authorised Share Capital of the Company shall be as specified in Clause V of the Memorandum of Association of the Company, and the same may be amended	The Authorised Share Capital of the Company shall be as specified in clause V of Memorandum of Association of the Company, and the same may be amended from time to time as provided in the Act, with power to Board of Directors to reclassify, subdivide, consolidate and increase and with power from time to time, to issue any shares of the original capital or any new capital with and subject to any preferential, qualified or special rights, privileges, or conditions may be, thought fit and upon the sub-division of shares to



	from time to time as provided in the Act.	apportion the right to participate in profits, in any manner as between the shares resulting from sub-division.
II. 1. (iii)	N.A.	Notwithstanding anything contained, further issue of securities may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the rules and in accordance with the pricing method prescribed to the listed entities under the regulations issued by Securities Exchange Board of India from time to time.
II. 1. (iv)	N.A.	The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to - (a) Persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; (b) Employees under any scheme of employees' stock option; or (c) Any persons, whether or not those persons include the persons referred to in clause (a) or (b) above.
II. 1. (v)	N.A.	The Company may issue Share warrants subject to, and in accordance with the



		provisions of the Act and the applicable rules/regulations/guidelines.
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RESOLVED FURTHER THAT pursuant to amendment in the Articles of Association of the Company due to insertion, the serial number of each clauses be re-numbered accordingly.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to make, alter, accept any changes as may be required and to settle any doubts / clarifications that may arise in this regard and make suitable arrangement to amend the Articles of Association of the Company so as to incorporate the modification/addition as mentioned above and to do all the acts, deeds and things in their absolute discretion, for the purpose of making all such filings with the Registrar of Companies as may be required in relation to the aforesaid purpose and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this aforesaid resolution.”

4. Issue Of Equity Shares On Preferential Basis:

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

“RESOLVED THAT pursuant to Section 62 (1)(c), Section 42 and other applicable provisions of the Companies Act, 2013 and the rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations") and the Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company are listed and subject to



approvals, consents, permissions and sanctions of any other authorities / institutions and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (hereinafter referred to as the "Board" which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent and approval of the members of the Company ("Members") be and is hereby accorded to the Board to create, offer, issue, allot and deliver in one or more tranches upto 1,71,600 (One Lac Seventy One Thousand Six Hundred) Equity Shares of Rs. 10/- each on a preferential basis to the proposed allottees as mentioned below, for cash at a price of Rs. 156/- (Rupees One Hundred Fifty-Six Only) per equity share aggregating to Rs. 2,67,69,600 (Rupees Two Crores Sixty-Seven Lacs Sixty-Nine Thousand Six Hundred Only) and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of law as may be prevailing at the time.

Sr. No.	Name	Current Status/ Category	No. of Shares	Proposed Status/ post preferential Issue/ Category
1.	Shehzad Abubakar Hira	Non-Promoter	60,000	Non-Promoter
2.	Saher Shehzad Hira	Non-Promoter	60,000	Non-Promoter
3.	Saba Shehzad Hira	Non-Promoter	51,600	Non-Promoter
Total			1,71,600	



RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is the August 22, 2023, being the date 30 days prior to the date of this Annual General Meeting and the minimum issue price has been determined accordingly in terms of the applicable provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares to be issued to the Proposed Equity Allottee in the preferential issue shall be listed on the Stock Exchange where the existing Equity Shares are listed.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations:

i The Equity Shares to be issued and allotted in the manner aforesaid shall rank *pari passu* with the existing Equity Shares of the Company in all respects (including voting powers and the right to receive dividend) from the date of allotment and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

i The Equity Shares shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the members, provided that in case the allotment of Equity Shares is subject to receipt of any approval from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

ii Allotment shall only be made in dematerialized form;

iii The Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of SEBI ICDR Regulations and shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares including the resultant Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.



RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT a certify true copy of the resolution may be given to the concerned authority(ies), Party(ies), Department(s) etc.”

5. Increase In Managerial Remuneration Of Mrs. Sweety Rahul Jain (DIN: 07193077) Managing Director Of The Company:

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

“**RESERVED THAT** pursuant to Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the ‘Act’) read with Schedule V of the Companies Act, 2013 and the rules made thereunder, including any amendment(s), modification(s) or reenactment(s) thereof for the time being in force; upon recommendation of the Audit Committee and Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for increase in managerial remuneration of Mrs. Sweety Rahul Jain (DIN: **07193077**), Managing Director of the Company from Rs. **40,000/-** (Rupees Forty Thousand only) per month to Rs. **50,000/-** (Rupees Fifty Thousand only) per month, which is in within the threshold limits as prescribed under and Schedule V of the Companies Act, 2013 and the Rules made thereunder, whereas all other terms and conditions relating to her appointment and tenure shall remain unchanged.

RESOLVED FURTHER THAT the extent and scope of salary and perquisites of the Directors of the Company be altered, enhanced, widened or varied by the Board of Directors in accordance with the provisions of Companies Act, 2013 and other applicable provisions.



RESOLVED FURTHER THAT the terms and remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits during this financial year, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to the Managing Director.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

6. Regularisation Of Appointment Of Ms. Yesha Bhupendra Hemani (DIN: 10264976) As An Independent Woman Director Of The Company:

To consider, and if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the rules framed thereunder, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”) and other applicable laws, if any, based on the recommendation of the Nomination and Remuneration Committee, the approval of Members of the Company be and is hereby accorded for the appointment of Ms. Yesha Bhupendra Hemani (DIN: **10264976**) as an Independent, Non-Executive Director of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from August 21, 2023 till August 20, 2028, who was appointed as an additional director in the capacity of Non-Executive, Independent Director by the board.



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to modify the terms and conditions of appointment of Ms. Yesha Bhupendra Hemani (DIN:10264976) as may be recommended by the Nomination and Remuneration Committee of the Company, from time to time, subject to such approvals as may be required under the applicable provisions of the Act and SEBI Listing Regulations.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

7. **Regularisation Of Appointment Of Mrs. Harsha Vikram Jain (DIN: 01525327) As A Director Of The Company:**

To consider, and if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the rules framed thereunder, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”) and other applicable laws, if any, based on the recommendation of the Nomination and Remuneration Committee, the approval of Members of the Company be and is hereby accorded for the appointment of Mrs. Harsha Vikram Jain (DIN:01525327) who was appointed as an additional director in the capacity of Executive Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, as Executive Director of the Company.



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to modify the terms and conditions of appointment of Mrs. Harsha Vikram Jain (DIN:01525327) as may be recommended by the Nomination and Remuneration Committee of the Company, from time to time, subject to such approvals as may be required under the applicable provisions of the Act and SEBI Listing Regulations.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

8. Appointment Of Mrs. Harsha Vikram Jain (DIN: 01525327) As A Whole-Time Director Of The Company:

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

“RESOLVED THAT pursuant to Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the ‘Act’) read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the SEBI (LODR) Regulations, 2015 (“the SBEI Listing Regulations”) including any amendment(s), modification(s) or reenactment(s) thereof and any other applicable laws, if any, for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for appointment of **Mrs. Harsha Vikram Jain** (DIN: 01525327) as Whole time Director of the Company liable to retire by rotation for a period of **5 (five)** years with immediate effect on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with liberty of Board of Directors to alter and vary the terms and conditions



of the said appointment/re-appointment/remuneration as it may deem fit and as may be acceptable to Mrs. Harsha Vikram Jain subject to such approvals as may be required under the applicable provisions of the Act and SEBI Listing Regulations.

RESOLVED FURTHER THAT Mrs. Harsha Vikram Jain, Whole Time Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to her subject to the supervision of the Board and control of the Board.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

For and on Behalf of the Board of Directors of
GETALONG ENTERPRISE LIMITED

Date: 25th August, 2023

Place: Mumbai

SD/-
SWEETY RAHUL JAIN
MANAGING DIRECTOR
DIN: 07193077

GETALONG ENTERPRISE LIMITED

CIN: L93000MH2020PLC34287

Office No. 307-308, Yogeshwar, 135/139,

Kazi Sayed Street, Masjid Bunder West,

Mumbai 400003

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The duly completed and signed Proxy Form should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of Meeting. A proxy form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

A person can act as a 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 for any other person or shareholder.

2. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 14th September, 2023 to Thursday, 21st September, 2023 (both days inclusive).
3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the meeting is attached hereto.
4. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment at this AGM is annexed.
5. The notice of 03rd Annual General Meeting of the Company and Annual Report 2022-23, is being sent by electronic mode to those Members whose email id(s) are registered with the Company/Depositories. A copy of the notice of the AGM along with the Annual Report is also available for download on the website of the Company at www.getalongenterprise.com.
6. Members/Proxy holders are requested to bring their copy of Annual Report and Attendance slip sent herewith duly filled-in for attending the Annual General Meeting.
7. Members who wish to obtain information of the Company may send their queries at least 10 days before the Annual General Meeting to the Company Secretary at the Corporate Office of the Company.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.



9. Corporate Members intending to send their authorized representatives to attend the meeting pursuant to Section 113 are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
10. The Shareholders are requested to notify changes of their address immediately to Registrars & Transfer Agent **Link Intime India Private Limited**. The Company or its registrar will not act on any request received directly from the shareholder holding shares in electronic form for any change of bank particulars or bank mandate. Such changes are to be advised only to the Depository Participant by the Shareholders.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP.
12. Non-Resident Indian Members are requested to inform Registrar and Transfer Agent, immediately of:
 - Change in their residential status on return to India for permanent settlement.
 - Particulars of their Bank Account maintained in India with complete name, branch, account, type, account number and address of the bank with pin code number, if not furnished earlier.
13. Members are requested to intimate their Email IDs for correspondence and quicker response to their queries.
14. Shareholders are requested to bring their copy of the Annual Report to the meeting as the practice of handling out copies of the Annual Report at the Annual General Meeting has been discontinued in view of the high cost of paper and printing.
15. All documents referred to in the Notice and Explanatory Statement requiring the approval of the Members at the meeting and other statutory registers shall be available for inspection by the Members at the Registered office of the Company during office hours on all working days between 10.00 a.m. to 5.00 p.m. from the date of hereof up to the date of the Annual General Meeting.
16. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the Annual General Meeting.



17. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their registered e-mail id, bank details, NECS, mandates, nominations, power of attorney etc. to their Depository Participants. Changes intimated to the Depository Participants will then be automatically reflected in the Company's records which will help the Company and its Registrar and Share Transfer Agent M/s. Link Intime India Private Limited, to provide efficient and better service to the members. Members holding shares in physical form if any are requested to advice such changes to the Company's Registrar and Share Transfer Agent M/s. Link Intime India Private Limited.
18. A Route Map to reach the venue of the Annual General Meeting is annexed with the Notice of Annual General Meeting.
19. M/s. K Pratik & Associates, Practicing Company Secretaries, has been appointed as Scrutinizers to scrutinize the voting process in a fair & transparent manner.
20. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM.
21. The Scrutinizer shall, after the conclusion of voting at the AGM, count the votes cast at the meeting and shall submit within 48 hours of the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him / her in writing, who shall countersign the same and declare the result of the voting forthwith.
22. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.getalongenterprise.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
23. The Company has listed its shares on the SME Platform of Bombay Stock Exchange Limited on October 08, 2021.
24. The listing fees till date have been paid.
25. The AGM will be held at the said venue by strictly adhering to the Social Distancing Norms and Other Safety Protocols including face masks, hand sanitization etc. as per the latest guidelines /advisories /SOP issued by the Ministry of Health & Family Welfare, Govt. of India and the State Govt. amid COVID-19 Pandemic.



For and on Behalf of the Board of Directors of
GETALONG ENTERPRISE LIMITED

Date: 25th August, 2023

Place: Mumbai

SD/-

**SWEETY RAHUL JAIN
MANAGING DIRECTOR**

DIN: 07193077

GETALONG ENTERPRISE LIMITED

CIN: L93000MH2020PLC34287

Office No. 307-308, Yogeshwar, 135/139,

Kazi Sayed Street, Masjid Bunder West,

Mumbai 400003

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013.

Item No. 3:

The Company proposes to issue such equity shares as approved by the Board, including equity shares on a preferential basis. As per Rule 13 (1) of the Companies (Share Capital and Debentures) Rules, 2014, such an issue has to be authorised by the Articles of Association of the Company. Hence, the Articles of Association of the Company are proposed to be amended to incorporate a provision authorising the issuance of such equity shares of the Company by way of a Preferential Basis and to add other clauses and modify the articles of association to align with all the modes of raising funds in future for expansion and growth of the company the Board has decided to alter the articles of association by adding/modifying/ the existing clauses of articles of association.

The Board has sought the approval of the Members of the Company by means of a special resolution to give effect to the alteration of the Articles of Association of the Company by modifying/ inserting the new articles providing for further issue on preferential basis, issue by way of rights, issue by way of employees' stock scheme, or any other way and share warrants.

The Board of Directors' in their meeting held on 25th August, 2023 has approved the aforesaid amendment in the AOA of the Company as set out in item no. 3 of the notice, subject to the approval of members of the Company. A draft copy of the altered AOA can be inspected by the members at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of the ensuing Annual General Meeting.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the said resolution.

Item no. 4:

The Special Resolution contained in Item No. 4 of the notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up to 1,71,600 Equity shares of face value of Rs. 10/- each at an issue price of Rs. 156/- each, aggregating up to Rs. 2,67,69,000 (Rupees Two Crores Sixty-Seven Lacs Sixty-Nine Thousand Only).

The Board of Directors of the Company ("Board") in their meeting held on August 25, 2023 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot upto 1,71,600 Equity Shares of Rs. 10/- each of the Company, at a price of Rs. 156/- (Rupees One Hundred Fifty-Six Only) per Equity Share

to Non - Promoters of the Company in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

As per Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the issue of Equity Shares requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

1. The other details/disclosures of the Preferential Issue are as follows: -

a) Objects of the Preferential Allotment:

The Company proposes to utilize the proceeds raised from the proposed preferential issue towards the following object thereof as deemed fit by the management of the Company.

- i. To repay the existing Overdraft facilities availed from Bank - Rs. 1,40,00,000/-
- ii. To purchase the commercial property - Rs. 50,00,000/-
- iii. To meet the working capital requirements of the Company - Rs. 27,69,000/-
- iv. For the general corporate purposes - Rs. 50,00,000/-

b) Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:

The Board, at its meeting held on August 25, 2023 has, subject to the approval of the Company's Members and such other approvals as may be required, approved the Preferential Issue, involving the issue and allotment of 1,71,600 Equity Shares, fully paid-up, at the price of Rs. 156/- per Equity Share (issue at Premium), aggregating to Rs. 2,67,69,000 (Rupees Two Crores Sixty-Seven Lacs Sixty-Nine Thousand Only), on a preferential basis to the proposed allottee, such price being not less than the minimum price as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

c) Proposed time within which the preferential issue shall be completed

As required under Regulation 170 of the SEBI ICDR Regulations, Preferential Issue of the Equity Shares shall be completed within a period of 15 (fifteen) days from the date of passing of this special resolution or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. However, if any approval or permissions by any regulatory or statutory authority or the Central Government for allotment is

necessary or required, the period of 15 (fifteen) days shall commence from the last date of such approval or permission being obtained.

d) The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer and Consequential Changes in voting Rights and Change in Control:

The Equity Shares shall be offered to the non-Promoters categories of person, and None of the Directors or Key Managerial Personnel or Promoters of the Company intends to subscribe Equity Shares proposed to be issued under the Preferential Allotment. There will be no change in Control/ Management. However, voting rights will change in tandem with the shareholding pattern.

e) The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Sr. No.	Name	Current Status / Category	No. of Shares	Proposed Status / post preferential Issue / Category
1.	Shehzad Abubakar Hira	Non-Promoter	60,000	Non-Promoter
2.	Saher Shehzad Hira	Non-Promoter	60,000	Non-Promoter
3.	Saba Shehzad Hira	Non-Promoter	51,600	Non-Promoter
Total			1,71,600	

f) Relevant Date: In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is August 22, 2023, being the date 30 days prior to the date of this Annual General Meeting.

g) Pricing of the Issue:

The Equity Shares of the Company are listed and frequently traded on the SME Platform of BSE Limited.

The price per Equity Share, to be issued, is fixed at Rs. 156/- (Rupees One Hundred Fifty-Six Only), being not less than the minimum price computed in accordance with Regulation 164 and 166A of the SEBI (ICDR) Regulations.

Since the equity shares of the Company have been listed on the BSE Limited (SME Platform) for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.



Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares issued on preferential basis.

The issue of Equity Shares, it may result in to allotment of more than five per cent of the post issue fully diluted share capital of the Company to allottee and to allottees acting in concert, hence we have obtained the valuation report from Mr. Nitish Chaturvedi, Registered Valuer with IBBI Registration No. IBBI/RV/03/2020/12916 ('RV' or 'Independent Valuer'), certifying the price of Rs. 155.53/- each Equity Shares in accordance with Regulation 166A of the SEBI (ICDR) Regulations, 2018 as amended. Report of Mr. Nitish Chaturvedi, Registered Valuer with IBBI Registration No. IBBI/RV/03/2020/12916 ('RV' or 'Independent Valuer') is available on our website for inspection. The link of such report is www.getalongenterprise.com

h) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control proposed allottee(s) of Equity Shares. - Not Applicable.

i) Shareholding Pattern before and after the preferential issue:

A	Shareholding of Promoter and Promoter Group	No. of Shares	Percentage (%) of Holding	No. of Share	Percentage (%) of holding
1	Indian				
(a)	Individuals/ Hindu Undivided Family	3,58,400	19.60	3,58,400	17.92
(c)	Bodies Corporate	5,88,000	32.16	5,88,000	29.40
(d)	Financial Institutions/ Banks	0	0.00	0	0
(e)	Any Others (Specify)	0	0.00	0	0
	Sub Total(A)(1)	9,46,400	51.76	9,46,400	47.32
2	Foreign				
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0.00	0	0.00
(b)	Bodies Corporate	0	0.00	0	0.00



(c)	Institutions	0	0.00	0	0.00
(d)	Any Other (specify)	0	0.00	0	0.00
	Sub Total(A)(2)	0	0.00	0	0.00
(A)	Total Shareholding of Promoter and Promoter Group (A)= (A)(1) + (A)(2)	9,46,400	51.76	9,46,400	47.32
B	Public shareholding				
1	Institutions				
(a)	Mutual Funds/ UTI	0	0.00	0	0.00
(b)	Any Other (specify)FDI	0	0.00	0	0.00
	Sub-Total (B)(1)	0	0.00	0	0.00
2	Non-institutions				
(a)	Individuals	8,37,600	45.81	10,09,200	50.46
(b)	Bodies Corporate	26,000	1.42	26,000	1.30
(c)	KPM, Directors & Relatives	6400	0.35	6,400	0.32
(d)	Non-Resident Indians (NRIs)	2000	0.11	2,000	0.10
(e)	Any other (specify)	10,000	0.55	10,000	0.50
	HUF	4,000	0.22	4,000	0.20
	LLP	6,000	0.33	6,000	0.30
	Sub-Total (B)(2)	8,82,000	48.24	10,53,600	52.68
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	8,82,000	48.24	10,53,600	52.68
	TOTAL (A)+(B)	18,28,400	100.00	20,00,000	100.00
C	Shares held by Custodians and against which Depository Receipts have been issued				
1	Promoter and Promoter Group	0	0.00	0	0.00
2	Public	0	0.00	0	0.00



(C)	Sub-Total (C)	0	0.00	0	0.00
	GRAND TOTAL (A)+(B)+(C)	18,28,400	100.00	20,00,000	100.00

j) Lock-in Period: The Equity Shares shall be locked-in for such period as may be specified under Regulations 167 and 168 of the SEBI ICDR Regulations.

The entire pre-preferential allotment shareholding of non-promoter categories of persons shall be locked-in from the relevant date up to a period of 90 trading days from the date of the trading approval as specified under Regulation 167(6) of the SEBI ICDR Regulations.

k) Undertakings:

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- The Company is eligible to make the Preferential Allotment under Chapter V of SEBI ICDR Regulations.
- Since the equity shares of the Company have been listed on the BSE Limited (SME Platform) for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.
- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

l) Certificate of Practicing Company Secretary: The certificate from, **M/s. K Pratik & Associates**, the Practicing Company Secretary, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: www.getalongenterprise.com

m) The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below and there shall be no change in the



management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

Sl. No.	Name	Current Status/ Category	Proposed Status	Pre issue Shareholding		No. of Equity Shares to be allotted	Post Issue	
				No of share	%		No of share	%
1.	Shehzad Abubakar Hira	Non-Promoter	Non-Promoter	-	-	60,000	60,000	3.00
2.	Saher Shehzad Hira	Non-Promoter	Non-Promoter	-	-	60,000	60,000	3.00
3.	Saba Shehzad Hira	Non-Promoter	Non-Promoter	12000	0.66	51,600	63,600	3.18
Total				12000	0.66	1,71,600	1,83,600	9.18

n) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Nil

o) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

p) Principal terms of assets charged as securities:

Not Applicable.

q) Other disclosures:

- During this financial year, the Company has not made any preferential allotment.
- Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower: Not Applicable

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 4 in the accompanying notice for your approval.

None of the Directors / key managerial persons of the Company or their relatives are interested, financially or otherwise, in the aforesaid resolution.

Item no. 5

Mrs. Sweety Rahul Jain, is a promoter as well Managing Director of the Company. She has been on the Board of the Company since its incorporation.

The members at the extra-ordinary general meeting held on 08th March, 2021 approved the appointment of her as Managing Director the Company for a period of 5 years at monthly remuneration of Rs. 40,000/- (Rupees Forty Thousand) per month.

Keeping in view about her immense contribution to the company and its growth, the Board of Directors of the Company at its meeting held on 25th August, 2023 pursuant to the recommendation of Audit Committee and Nomination and Remuneration Committee, proposed and approved to increase the managerial remuneration payable to Mrs. Sweety Rahul Jain, Managing Director of the Company (from Rs. 40,000/-Forty Thousand Rupees per month to Rs. 50,000/- Fifty Thousand per month), subject to the approval of the members of the Company. In accordance with the applicable provisions of the Companies Act, 2013, approval of members is being sought, by way of special resolution, for payment of remuneration to Mrs. Sweety Rahul Jain, Managing Director.

The Directors recommend the passing of the resolution under item No.5 of the accompanying Notice for the approval of the members of the company.

Except Mrs. Sweety Rahul Jain Managing Director, Mrs. Harsha Vikram Jain and Ms. Payal Vikram Jain and their relatives to the extent of their shareholding interest, none of the Directors or Key Managerial Personnel and their relatives are concerned or interested (financially or otherwise) in this Resolution.

Your Board recommends passing the proposed Resolution given in the resolution no.5 as Special Resolution.

Item No. 6:

The Nomination and Remuneration Committee and the Board of Directors of the Company in their respective meetings held on 21st August, 2023, recommended and appointed Ms. Yesha Bhupendra Hemani (DIN: 10264976) as an Additional Director in the capacity of Non-Executive Director, and subsequently, as an Independent Director, not liable to retire by rotation, for a term of five consecutive years with effect from 21st August, 2023.

Ms. Yesha Bhupendra Hemani has completed her graduation in Commerce Background and is a CS and Law Aspirant and in employment with NL Bhatia & Associates, Practicing

Company Secretaries. She has more than five years of experience in the field of Due Diligence, Secretarial Audit, Corporate Governance and Compliances. She has an implicit understanding of Companies Act and SEBI regulations. In view of the Board, her induction to the Board not only will strengthen the Corporate Governance but also be of immense benefits to the Company.

Ms. Yesha Bhupendra Hemani has given her consent to act as an Independent Director in terms of Section 152 of the Companies, Act, 2013 ("Act"). Further, the Company had received in writing a notice in terms of Section 160 of the Act, from a member, signifying her candidature as a Director. Ms. Yesha Bhupendra Hemani has also given a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) and (7) of the Act, read with Rules framed thereunder. The Company had also received a declaration to the effect that Ms. Yesha Bhupendra Hemani is not disqualified from being appointed as a Director in terms of Section 164 of the Act, 2013 and she is not debarred from holding the office of Director by virtue of SEBI Order or any other authority, pursuant to BSE circular dated June 20, 2018.

Pursuant to the provisions of Rule 6 of the Companies (Appointment and qualifications) Rules, 2014. Ms. Yesha Bhupendra Hemani has registered herself in the databank of Independent directors.

Further, the Board of Directors of the Company is of the opinion that Ms. Yesha Bhupendra Hemani possesses appropriate skills, experience, knowledge and capabilities to be appointed as Independent Director of the Company for the aforesaid term and she is independent of the management of the Company.

Ms. Yesha Bhupendra Hemani will be entitled to a remuneration by way of sitting fees in line with the sitting fees payable to other Independent Directors and Non-executive Directors of the Company as approved by the Board of Directors.

A draft letter of appointment of Ms. Yesha Bhupendra Hemani as an Independent Director setting out the terms and conditions of her appointment and notice under section 160 will also be available for inspection at the Registered Office of the Company. The aforesaid documents shall also be made available for physical inspection on all working days, (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of the ensuing Annual General Meeting at the Registered Office of the company.

The Board recommends the resolution for the approval of Members by way of an Ordinary Resolution.

The brief profile of Ms. Yesha Bhupendra Hemani is given herein below and other relevant details as required pursuant to the provisions of the SEBI (Listing Regulations) read with SEBI Circular dated September 9, 2015 is provided in Annexure to the Notice.

Save and except Ms. Yesha Bhupendra Hemani and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item no. 7:

The Nomination and Remuneration Committee and the Board of Directors of the Company in their respective meetings held on 29th May, 2023, recommended and appointed Mrs. Harsha Vikram Jain (DIN: 01525327) as an Additional Director in the capacity of Executive Director liable to retire by rotation.

Mrs. Harsha Vikram Jain is a Commerce post graduate from Podar College, Mumbai. She has been a banker with a rich experience of 20 years with Bank of India Ltd. After taking voluntary retirement, she diverged herself in the field of legal and tax consultation by enrolling as Income Tax Practitioner with Income Tax Department in the year February, 2007. She has profound experience of 19 years in the field of individual and SME taxation under the firm name H. V. Jain & Co. Alongside, she also pursued G.D.C. & A and topped the exam in the year May, 2007. Apart from being a tax professional Mrs. Harsha Jain has deep knowledge in the area of Society Audits, Accounts Finalization, Banking Laws and Allied Laws. Although being a professional, she provides honorary legal help to unprivileged and layperson who are unaware of the various legal provisions in matters of society and other laws. In view of the Board, her induction to the Board and her abundant experience across various legal, financial and social field, her appointment in the Company will surely take the Company to next level of growth.

Mrs. Harsha Vikram Jain has given her consent to act as a Director in terms of Section 152 of the Companies, Act, 2013 ("Act"). Further, the Company had received in writing a notice in terms of Section 160 of the Act, from a member, signifying her candidature as a Director. The Company had also received a declaration to the effect that Mrs. Harsha Vikram Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Act, 2013 and she is not debarred from holding the office of Director by virtue of SEBI Order or any other authority, pursuant to BSE circular dated June 20, 2018.

Further, the Board of Directors of the Company is of the opinion that Mrs. Harsha Vikram Jain possesses appropriate skills, experience, knowledge and capabilities to be appointed as Executive Director of the Company.

The Board recommends the resolution for the approval of Members by way of an Ordinary Resolution.

The brief profile of Mrs. Harsha Vikram Jain is given herein below and other relevant details as required pursuant to the provisions of the SEBI (Listing Regulations) read with SEBI Circular dated September 9, 2015 is provided in Annexure to the Notice.

Except Mrs. Harsha Vikram Jain, Mrs. Sweety Rahul Jain and Ms. Payal Vikram Jain and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item no. 8:

The Audit Committee and Nomination and Remuneration Committee and the Board of Directors of the Company in their respective meetings held on 25th August, 2023, recommended and appointed Mrs. Harsha Vikram Jain (DIN: 01525327) as an Additional Director in the capacity of Whole-Time Director liable to retire by rotation subject to the approval of members in the ensuing annual general meeting.

Mrs. Harsha Vikram Jain is a Commerce post graduate from Podar College, Mumbai. She has been a banker with a rich experience of 20 years with Bank of India Ltd. After taking voluntary retirement, she diverged herself in the field of legal and tax consultation by enrolling as Income Tax Practitioner with Income Tax Department in the year February, 2007. She has profound experience of 19 years in the field of individual and SME taxation under the firm name H. V. Jain & Co. Alongside, she also pursued G.D.C. & A and topped the exam in the year May, 2007. Apart from being a tax professional Mrs. Harsha Jain has deep knowledge in the area of Society Audits, Accounts Finalization, Banking Laws and Allied Laws. Although being a professional, she provides honorary legal help to unprivileged and layperson who are unaware of the various legal provisions in matters of society and other laws. In view of the Board, her induction to the Board and her abundant experience across various legal, financial and social field, her appointment in the Company will surely take the Company to next level of growth.

Mrs. Harsha Vikram Jain has given her consent to act as a Whole-Time Director in terms of Section 152 of the Companies, Act, 2013 ("Act"). Further, the Company had received in writing a notice in terms of Section 160 of the Act, from a member, signifying her candidature as a Whole-Time Director. The Company had also received a declaration to the effect that Mrs. Harsha Vikram Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Act, 2013 and she is not debarred from holding the office of Director by virtue of SEBI Order or any other authority, pursuant to BSE circular dated June 20, 2018.

The terms and conditions of the appointment of Mrs. Harsha Vikram Jain are as follows:

Period: For 5 years w.e.f. 25th August, 2023 till 24th August, 2028

Remuneration: In terms of applicable provisions of the Act, the remuneration to Mrs. Harsha Vikram Jain shall be Rs. 40,000 (Rupees Forty Thousand Only) per month which may be reviewed by the Board.

Further, the Board of Directors of the Company is of the opinion that Mrs. Harsha Vikram Jain possesses appropriate skills, experience, knowledge and capabilities to be appointed as a Whole-Time Director of the Company.

The Board recommends the resolution for the approval of Members by way of a Special Resolution.



The brief profile of Mrs. Harsha Vikram Jain is given herein below and other relevant details as required pursuant to the provisions of the SEBI (Listing Regulations) read with SEBI Circular dated September 9, 2015 is provided in Annexure to the Notice.

Except Mrs. Harsha Vikram Jain, Mrs. Sweety Rahul Jain and Ms. Payal Vikram Jain and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Annexure to Notice of AGM
Particulars of the Directors seeking appointment/ re-appointment at the ensuing Annual General Meeting pursuant to the regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Information required be furnishing under provisions of the Companies Act, 2013, Secretarial Standards and Regulation 36(3) of SEBI (LODR) Regulation, 2015, in respect of Director seeking to be re- appointed:

Particulars	
Name of the Director	Ms. Payal Vikram Jain
Date of Appointment	24 th September, 2022 (Last AGM Date)
Brief Resume	Ms. Payal Vikram Jain is the Non-Executive Non-Independent Director of the Company. She is a Chartered Accountant in public practice with experience of over a decade. She also holds a degree in Law. She also holds certificates in Merchant Banking (NISM) and Insurance Broking (IRDA). She has vast knowledge in the field of taxation, finance, insurance and investment advisory. She serves as a director on the board of various other companies.
Qualification	B. Com, L.L.B. C.A.
Expertise in specific functional areas and Experience	Direct taxation
Executive & Non-Executive Director	Non-Executive Director
Promoter Group	Yes
Directorship held in other Companies	<ol style="list-style-type: none"> 1. Westpac Investments Private Limited 2. Myriad Insurance Brokers Limited 3. PVJ & Co. LLP 4. ParkarSejpal& Associates LLP
Disclosure of relationship between directors inter-se	Sister-in-Law - Ms. Sweety Rahul Jain - Managing Director and CFO of the Company