

## NOTICE

Notice is hereby given to the Shareholders (the "Shareholders" or the "Members") that an Extra-Ordinary General Meeting (EOGM No. 01/2023-24) of the members of Galactico Corporate Services Limited will be held on Tuesday, November 21, 2023 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") at 03.00 P.M to transact the following business:

### SPECIAL BUSINESS:

1. To Consider, and if thought fit, to pass, with or without modification(s) the following resolution as **Special Resolution**:

### ISSUE OF OPTIONALLY CONVERTIBLE DEBENTURES (OCD) UPTO TO 1,50,000

"**RESOLVED THAT** pursuant to Section 71, 42 and 62 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as the "Act") and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of Regulation 158(6) of Chapter V - "Preferential Issue" and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (hereinafter referred to as "ICDR Regulations"), the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations") read with the listing agreements entered into by the Company with the stock exchanges where the shares of the Company are listed and all other applicable laws, rules, regulations, notifications, guidelines, circulars and clarifications issued by various authorities including the Securities and Exchange Board of India ("SEBI") the Ministry of Corporate Affairs ("MCA") and other competent authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from lenders and any regulatory and other appropriate authorities including but not limited to the SEBI, MCA, etc., the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot, from time to time in one or more tranches, on a preferential basis and private placement basis, up to 1,50,000 (One Lakh Fifty Thousand) Optionally Convertible

Debentures of Face Value Rs.1,000/- (Rupees One Thousand only) issued at par, payable in cash aggregating up to Rs.15,00,00,000/- (Rupees Fifteen Crore Only), convertible into Equity Shares in at a price as determined in accordance with the provisions of ICDR Regulations as confirmed by Valuation Report issued by Registered Valuer to Promoter and Promoter Group (hereinafter referred to as '**Proposed Allottee**') by way of preferential issue on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act, as the Board may determine.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the preferential allotment of OCDs shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and as may be determined by the Board:

- a) The OCDs shall be convertible, by dividing the par value of the OCD by the Conversion Price as determined in accordance with the provisions of ICDR Regulations as confirmed by Valuation Report issued by Registered Valuer, without payment of any additional consideration.
- b) Within Eighteen months from the date of allotment of the OCDs, the Company shall have the right to convert up to 1,50,000 (One Lakh Fifty Thousand) OCDs into equity shares, as per the pricing determined in accordance with the provisions of ICDR Regulations as confirmed by Valuation Report issued by Registered Valuer.
- c) 100% of the OCD Issue Price shall be paid at the time of subscription of the OCDs. The Proposed Allottee shall not be required to make any further payments at the time of exercise of the right attached to the OCDs to subscribe to equity share(s).
- d) The OCDs and the equity shares allotted pursuant to the exercise and conversion of such OCDs shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations.
- e) The Conversion Price and the number of equity shares to be allotted on conversion of the OCDs shall be subject to such appropriate adjustments as may be permitted under the rules, regulations and laws, as applicable from time to time and may be agreed between the Company and the Proposed Allottee.
- f) The term of OCDs shall not exceed 18 (eighteen) months from the date of allotment of the OCDs.

- h) The Proposed Allottee can also request for early redemption on the occurrence of certain events, as agreed between the Proposed Allottee and the Company.
- i) The conversion right attached to OCDs may be exercised by the Proposed Allottee, in one or more tranches, at any time during the term thereof as agreed, by issuing a written notice to the Company specifying the number of OCDs proposed to be converted. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form.
- j) The equity shares to be allotted on conversion of the OCDs shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.
- k) The OCDs by themselves, until exercised and converted into equity shares, shall not give the Proposed Allottee any rights with respect to that of an equity shareholder of the Company.
- l) The equity shares allotted upon conversion of the OCDs shall be listed on BSE Limited where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.
- m) The OCDs shall carry an interest of 0.0001% per annum.
- n) The Board be and is hereby authorised to decide and approve the other terms and conditions of the issue of OCDs, and also shall be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to compliance with the applicable laws.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name of the Proposed Allottee be recorded for the issuance of invitation to subscribe to the OCDs and a private placement offer letter in Form No. PAS-4 together with application form be issued to the Proposed Allottee inviting them to subscribe to the OCDs in one or more tranches.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the OCDs, to be allotted to the Proposed Allottee, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential

issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of OCDs, making applications to the stock exchanges for obtaining in-principle approvals, listing of shares, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of OCDs/ equity shares without being required to seek any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

2. To Consider, and if thought fit, to pass, with or without modification(s) the following resolution as **Special Resolution**:

**REGULARISATION OF MR. LAXMIKANT DASRAO BHAKRE (DIN: 06471704) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), and approval of the Board of Directors for appointment of Mr. Laxmikant Dasrao Bhakre (DIN: 06471704) as an Additional Director in the capacity of Non-Executive Independent Director of the Company w.e.f. September 30, 2023, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in

terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed/regularised as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from November 21, 2023.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

For and on behalf of Board of Directors of  
**GALACTICO CORPORATE SERVICES LIMITED**

Sd/-

**RIDDHI MUKESH BHEDA**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**

**DATE:** 25.10.2023

**PLACE:** Nashik

**NOTES:**

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (Act) and Details of Directors to be re-appointed, in respect of the business as set out in the Notice is annexed hereto.
2. This Notice is being to members of the Company as appearing in Register of Members as on November 20, 2023.
3. The Company is pleased to inform that the GM of the Company will be held through the two-way Video Conferencing facility.
4. The web-link of the meeting shall be provided separately. To access and participate in the meeting, shareholders and other participating stakeholders are requested to install Zoom application and then click on the link provided.
5. The proceedings of the meeting shall be recorded and shall be kept in the safe custody of the Company. Such recording shall be made available at the request of the members.
6. The Members can join the GM in the VC/OAVM mode 10 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned under Note no. 33 of this Notice. The facility of participation at the GM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the GM without restriction on account of first come first served basis.
7. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the GM 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 GM is being held pursuant to the MCA and SEBI 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 GM and hence the Proxy Form, Attendance Slip and route map for the venue of the GM are not annexed to this Notice.

8. Corporate Members intending to send their authorized representative(s) pursuant to section 113 of the Act to attend the Meeting are requested to send a scan copy of the Board Resolution/ Authority letter authorizing its representative to attend the GM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through registered email address of the member to [csakshaybirla@gmail.com](mailto:csakshaybirla@gmail.com) with a copy marked to [info@galacticocorp.com](mailto:info@galacticocorp.com) and [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
9. Members attending the GM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. Brief profile of the Directors seeking appointment/re-appointment in terms of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is annexed hereto and forms part of the Notice.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection to the members during the GM. All documents referred to in the Notice shall also be made available for inspection by the member of the Company, without payment of fees up to the date of AGM. Members desirous of inspecting such documents may send their requests at [info@galacticocorp.com](mailto:info@galacticocorp.com) from their registered e-mail address mentioning their names and folio numbers/ demat account numbers.
12. Members desiring any information relating to the accounts are requested to write to the Company on or before September 15, 2023 through email on [info@galacticocorp.com](mailto:info@galacticocorp.com) so as to enable the management to keep the information ready.

13. The Register of Members and Share Transfer Books of the Company will remain closed from November 15, 2023 to November 21, 2023 (both days inclusive) for the purpose of General Meeting.
14. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to voting at the GM.
15. The Scrutinizer shall after the conclusion of voting at the general meeting, not later than 48 hours of the conclusion of the GM, issue scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
16. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company 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.
17. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and aforesaid MCA and SEBI Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the GM will be provided by NSDL.
18. The business set out in the Notice will be transacted through remote electronic voting system. Instruction and other information relating to E-voting are given under Note of this Notice.



19. 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 GM.
20. Member holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / RTA viz. Bigshare Services Private Limited.
21. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are therefore, requested to submit their PAN to their Depository Participants with whom they maintain their Demat Accounts. Members holding shares in physical form shall submit their PAN to the Company/ RTA viz. Bigshare Services Private Limited.
22. Members may avail the facility of nomination in terms of Section 72 of the Act, by nominating any person to whom their shares in the Company shall vest on occurrence of events stated in Form SH-13. Form SH-13 is to be submitted in duplicate to M/s. Bigshare Services Private Limited, RTA of the Company. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.
23. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to Bigshare Services Private Limited, the Registrar and Share Transfer Agent of the company if shares are held in physical form or to the respective Depository Participants if share are held in electronic form.
24. Non-resident Indian Members are requested to inform Company's Registrar and Share Transfer Agent, M/s Bigshare Services Private Limited, immediately of:

- (a) Change in their residential status on return to India for permanent settlement.
- (b) 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.

**25. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on Friday, November 27, 2023 at 09:00 A.M. and ends on Monday, November 20, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, November 14, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e. Tuesday, November 14, 2023.

The way to vote electronically on NSDL e voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access eVoting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or

	<p>on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against Company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e- Voting website for casting your vote during the remote e- Voting period.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against Company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders holding securities in demat	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further

<p>mode with CDSL</p>	<p>authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistratiOn">https://web.cdslindia.com/myeasi/Registration/EasiRegistratiOn</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against Company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022 23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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 home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices 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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 of the Company, then user ID is EVEN001***

5. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered

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](http://www.evoting.nsdl.com).

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.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.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

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 check box.

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.

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. 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.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **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 [info@galacticocorp.com](mailto:info@galacticocorp.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Senior Manager/Ms. Pallavi Mhatre, Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E-MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [info@galacticocorp.com](mailto:info@galacticocorp.com).

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [info@galacticocorp.com](mailto:info@galacticocorp.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



## ANNEXURE TO NOTICE

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

#### **ITEM NO. 1:**

The Board of Directors of the Company at their meeting held on October 25, 2023, subject to necessary approvals, has approved issuance of upto 1,50,000 (One Lakh Fifty Thousand) optionally convertible debentures (“OCD”) of the Company of face value of Rs. 1000/- (Rupees One Thousand only) each at par, aggregate amount up to Rs. 15,00,00,000/- (Rupees Fifteen Crore only) to Mr. Vipul Lathi (“Proposed Allottee”), in one or more tranches, at par, for cash, by way of a preferential issue through private placement offer.

The Proposed Allottee shall be entitled to require the Company to convert the OCDs held into fully paid-up equity shares of the Company within a time frame not exceeding 18 (Eighteen) months from the date of allotment of the OCDs (such equity shares shall rank pari-passu in all respects with the existing equity shares of the Company) at a conversion price in as determined in accordance with the provisions of ICDR Regulations as confirmed by Valuation Report issued by Registered Valuer.

If not converted, the OCDs shall be redeemed in such manner and upon such terms and conditions as agreed with the Proposed Allottee. In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), as amended from time to time, a Company is not entitled to make a private placement of the OCDs unless the proposed offer of the OCDs has been previously approved by the shareholders by a special resolution.

The salient features of the preferential issue, including disclosures required to be made in accordance with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of ICDR Regulations, are set out below:

#### **Annexure: A**

<b>Sr. No.</b>	<b>Subject</b>	<b>Particulars</b>
1.	Date of Board Resolution	October 25, 2023
2.	The total number	1,50,000 Optionally Convertible Debentures having face

	of shares or other securities to be issued	value of Rs. 1,000/- (Rupees One Thousand Only) each
3.	Basis on which the price has been arrived at along with report of the registered valuer	<p>The Issue Price of OCDs is Rs. 1,000/- (Rupee One Thousand only) per OCD.</p> <p>The Conversion Price of OCDs into equity shares of the Company shall be determined in accordance with the provisions of ICDR Regulations as confirmed by Valuation Report issued by Registered Valuer. The equity shares to be issued on conversion of the OCDs, whether at the option of the Proposed Allottee or by the Company, shall happen at a price accordance with the provisions of ICDR Regulations as confirmed by Valuation Report issued by Registered Valuer. This Conversion Price is higher than the minimum price prescribed in accordance with Regulation 164 and Regulation 165 of Chapter V of ICDR Regulations with the relevant date for the computation of the aforesaid price is a date thirty days prior to the date on which the holders of the convertible securities become entitled to apply for the equity shares.</p>
5.	Material terms of raising such securities	<p>a) The preferential issue of OCDs is subject to, inter alia, the following Conditions Precedent:</p> <p>(i) The passing of this Special Resolution by the Shareholders of the Company;</p> <p>(ii) Fulfillment of other conditions precedent as are customary for transactions of this nature.</p> <p>(b) The OCDs shall carry an interest of 0.0001% per annum.</p> <p>(c) The OCDs by themselves, until exercised and converted into equity shares, shall not give the Proposed Allottee any rights with respect to that of an equity shareholder of the Company.</p> <p>(d) The Proposed Allottee shall at any time, be entitled to apply for and be allotted such number of equity shares as are</p>

		<p>determined by dividing the par value of the OCD by the Conversion Price against each OCD, in part or full, at a conversion price as determined in accordance with the provisions of ICDR Regulations as confirmed by Valuation Report issued by Registered Valuer.</p> <p>(e) After Eighteen months from the date of allotment of OCDs, the Company shall have a right to convert upto 1,50,000 (One Lakh Fifty Thousand) OCDs into equity shares, if the share price of the Company's equity shares for an agreed period is equal to or higher than the share price as agreed between the Company and the Proposed Allottee. Provided that in such situation, the Proposed Allottee shall also have the right to request conversion of the balance outstanding OCDs, if any, within an agreed time period. However, the conversion Price is in accordance with the provisions of ICDR Regulations as confirmed by Valuation Report issued by Registered Valuer. If the Proposed Allottee does not request conversion of the balance outstanding OCDs, if any, then Company has to either redeem the said balance outstanding OCDs or find a buyer for purchasing such outstanding OCDs at price as agreed between the Company and the Proposed Allottee.</p> <p>The term of OCDs shall not exceed 18 (eighteen) months from the date of allotment of the first tranche.</p> <p>(h) The Proposed Allottee can also request for early redemption on the occurrence of certain events, as agreed between the Proposed Allottee and the Company.</p> <p>(i) The conversion right attached to OCDs may be exercised by the Proposed Allottee, in one or more tranches, at any time during the term thereof as agreed, by issuing a written notice to the Company specifying the number of OCDs proposed to be converted. The Company shall accordingly, without any further approval from the Members, allot the</p>
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		corresponding number of equity shares in dematerialized form.
6.	The class or classes of persons to whom the allotment is proposed to be made	Promoter and Promoter Group
7.	Relevant Date	The "Relevant Date" for the purpose of determination of price of equity shares is a date thirty days prior to the date on which the holders of the convertible securities become entitled to apply for the equity shares.
8.	Maximum number of securities to be issued	The resolution set out in the accompanying notice authorizes the Board to raise funds aggregating upto Rs. 15,00,00,000 /- (Rupees Fifteen Crore only) by way of issuance of upto 1,50,000 (One Lakh Fifty Thousand) Optionally-Convertible Debentures of face value of Rs.1000/- (Rupees One Thousand Only) each at an issue price as may be determined by way of Valuation Report issued by a Registered Valuer.
9.	Principal terms of assets charged as securities	The OCDs proposed to be issued will be unsecured.
10.	The 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	No other allotment has been made on preferential basis during the year.
11.	The justification for	Not Applicable

	the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	
12.	The pre- issue and post issue shareholding pattern of the Company shall be as follows	Please refer Annexure-A attached.

Mr. Vipul Lathi, Mrs. Saroj Deelip Lathi, Mr. Vikas Deelip Lathi and Mrs. Charushila Vipul Lathi, being Director and relative of Director may be deemed to be interested in the above resolution by virtue of being Director of Galactico Corporate Services Limited.

Other than above, none of the directors or their relative either financially or otherwise, is concerned or interested in the above resolution.

#### ANNEXURE A

Sr. No.	Category	Pre-Preferential Issue Shareholding		Post-Preferential Issue Shareholding* (Proposed)	
		No of Equity Shares	%	No of Equity Shares	%
(A)	Promoters' /Promoter Group Shareholding				
	Vipul Dileep Lathi	7,87,60,575	52.86	*	
	Saroj Deelip Lathi	2,600	0		

	Vikas Deelip Lathi	2,600	0		
	Charushila Vipul Lathi	57,99,640	3.89		
	<b>Total Promoters' Shareholding (A)</b>	<b>8,45,65,415</b>	<b>56.75</b>		
(B)	<b>Public Shareholding</b>				
(1)	<b>Institutions</b>				
(a)	Mutual Funds / AIF	0	0	0	0
(b)	Insurance Companies	0	0	0	0
(c)	Financial Institutions/ Banks	0	0	0	0
(d)	Foreign Portfolio Investors	0	0	0	0
	<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
(2)	<b>Non-Institutions</b>				
(a)	Bodies Corporate	6,46,615	0.43		
(b)	Public	6,23,46,796	41.84		
(c)	Non-Resident Indians	8,47,902	0.57		
(d)	Others	6,04,602	0.40		
	<b>Sub-Total (B)(2)</b>	<b>6,44,45,915</b>	<b>43.25</b>		
	<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	<b>6,44,45,915</b>	<b>43.25</b>		
	<b>Total (A) + (B)</b>	<b>14,90,11,330</b>	<b>100</b>		

**\*Post Shareholding Pattern, will be determined at the time of Conversion.**

**ITEM NO. 2:**

The Board of Directors of the Company at its meeting held on October 25, 2023, appointed Mr. Laxmikant Dasrao Bhakre as an Additional Director of the Company in the capacity of Independent Director till the conclusion of ensuing General Meeting, subject to the approval of the Board of Directors of the Company.

In terms of section 160 of the Companies Act, 2013, the Board Governance, Nomination and Remuneration Committee and the Board have recommended the appointment of Mr.

Laxmikant Dasrao Bhakre as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013.

The Company has received a declaration from Mr. Laxmikant Dasrao Bhakre confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mr. Laxmikant Dasrao Bhakre's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Laxmikant Dasrao Bhakre fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering Mr. Laxmikant Dasrao Bhakre's knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from November 11, 2023.

Copy of letter of appointment of Mr. Mr. Laxmikant Dasrao Bhakre setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Mr. Mr. Laxmikant Dasrao Bhakre, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure B to this Notice.

Brief profile of Mr. Mr. Laxmikant Dasrao Bhakre is given at Annexure C to this Notice. Except Mr. Mr. Laxmikant Dasrao Bhakre, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 2.

#### **ANNEXURE-B**

<b>Name of the Director</b>	Laxmikant Dasrao Bhakre
<b>DIN</b>	06471704
<b>Date of Birth</b>	18.11.1968
<b>Age</b>	55
<b>Date of appointment</b>	30.09.2023

<b>Relationship with Directors and Key Managerial Personnel</b>	None
<b>Expertise in specific functional area</b>	Laxmikant (LK) is a charismatic leader with 33+ years of diverse market experience. Having worked in India and China, he has travelled through and done business in the USA, Central Europe, South East Asia, the Middle East and East Africa. He began his career at Bajaj in the production department before leading transformations for multinational manufacturing companies in China as a COO, while also becoming proficient in Mandarin. In the past decade, LK launched and led a successful technology services company, bringing value to domestic & international clients through digitalisation, particularly for manufacturing clients leveraging his passion for the field and deep domain expertise built up over 2+ decades. Currently, LK is focused on management strategy consulting and dealmaking in the technology and manufacturing sectors, having executed transactions worth \$45Mn, supported funding rounds, and helping leaders navigate complex situations.
<b>Qualification</b>	Doctor Babasaheb Ambedkar Marathwada University, Bachelor of Engineering (Production), Diploma in Business Management
<b>Board Membership of other listed Companies as on October 25, 2023</b>	None
<b>Chairmanships/Membership of the Committees of other public limited companies as on October 25, 2023</b>	None
<b>Number of equity shares held in the Company as at October 25, 2023</b>	None



For and on behalf of Board of Directors of  
**GALACTICO CORPORATE SERVICES LIMITED**

**Sd/-**

**RIDDHI MUKESH BHEDA**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**

**DATE: 25.10.2023**

**PLACE: Nashik**