

GUJARAT VICTORY FORGINGS PVT LTD

CIN: U27201GJ1990PTC014433

Registered office: A 1 20 / 21 Jay Ranchod Society, Gotri, Vasna Road, Vadodara, Gujarat, India 390015

Email id: gvfpl@yahoo.com, Contact No.: +919898183313

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Date: 25.01.2023

Notice is hereby given that the **Extra Ordinary General Meeting** of the members of **Gujarat Victory Forgings Pvt Ltd** will be held on **Wednesday, 15th February, 2023 at 11.00 A.M** at the registered office of the Company situated at A 1 20 / 21 Jay Ranchod Society, Gotri, Vasna Road, Vadodara, Gujarat, India 390015 to transact the following business:

AGENDA:

Special Business:

Item No. 1: Approval for giving loan, guarantee or providing security in connection with loan availed by any of the Company's subsidiary(ies) or any other person specified under Section 185 of the Companies Act, 2013.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company or any other person in whom any of the Directors of the Company is interested/deemed to be interested, up to limits approved by the shareholders of the Company u/s 186 of the Companies Act, 2013, from time to time, in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution."

Item No. 2: Approval under Section 186 of the Companies Act, 2013 for Loans, Investments, Guarantees or Security

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

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"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof for the time being in force), if any, the approval of the members of the Company be and is hereby accorded to the Board to (a) give any loan to anybody corporate(s) / person (s); (b) give any guarantee or provide security in connection with a loan to anybody corporate(s) / person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of anybody corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding **Rs. 25,00, 00,000/ (Rupees Twenty-Five Crore Only)** outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT in case of divestment of the investment, the Directors of the Company be and are hereby authorized to sign the necessary applications, papers, forms, documents etc. for effective implementation of decision of divestment taken by the Company from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

By order of the Board,
For Gujarat Victory Forgings Pvt Ltd

Vijendrakumar Bishamber Gupta
Whole-Time Director
DIN: 01035583

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Notes:

1. A member entitled to attend and vote at the meeting 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.
2. The proxy form, duly completed and signed, must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
3. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the meeting, is annexed hereto.

Annexure to the Notice

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

1. Section 185 of the Companies Act, 2013, as amended, restricts companies from giving loans, guarantees, or providing security in connection with loans to directors or to any other person in whom the directors are interested, except with the approval of shareholders by way of a *Special Resolution*.

In order to provide financial assistance or support to its subsidiary company(ies) or to any other entity(ies) in which the directors of the Company may be interested, the Board of Directors of the Company proposes to obtain shareholders' approval to give loans, provide guarantees, or offer securities as may be required from time to time.

The Board of Directors recommends the passing of this Special Resolution as set out in Item No. 1 of this Notice.

None of the Directors, Key Managerial Personnel, or their relatives are in any way, financially or otherwise, concerned or interested in the resolution except to the extent of their directorship/shareholding in the Company or its subsidiaries.

2. The Company, in the ordinary course of its business, may be required to give loans, guarantees, provide securities, or make investments in other bodies corporate or

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persons.

As per the provisions of **Section 186(2)** of the Companies Act, 2013, no company shall directly or indirectly give any loan, guarantee, provide any security, or make any investment exceeding:

- 60% of its paid-up share capital, free reserves, and securities premium account; or
- 100% of its free reserves and securities premium account, whichever is higher, **unless approved by a Special Resolution** passed by the members.

In order to enable the Company to make loans, give guarantees, provide securities, or make investments beyond the said limits, the approval of the shareholders by way of **Special Resolution** is required.

The Board of Directors recommends the passing of this Special Resolution as set out in Item No. 2 of this Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any.

By order of the Board,
For Gujarat Victory Forgings Pvt Ltd



Vijendrakumar Bishamber Gupta
Whole-Time Director
DIN: 01035583