

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: gvpfpl@yahoo.com , Contact No.: +919898183313

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Date: 01.03.2024

Notice Is hereby given that the **Extra Ordinary General Meeting** of the members of **Gujarat Victory Forgings Pvt Ltd** will be held on **Tuesday, 26th March, 2024 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:

SPECIAL BUSINESS:

Item No. 1: To consider and approve for giving loan or 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 there under, 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 consent of the Shareholders 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."

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Item No. 2: To consider and approve the limits for the Loans and Investment by the Company in terms of the provisions Section 186 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 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, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any the Consent of the members be and is hereby accorded to the Board of Directors 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 trenches 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. 35,00,00,000/ (Rupees Thirty - 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 authorized 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."

Item No. 3: To consider and approve the appointment of Mr. Vijendrakumar B. Gupta (DIN: 01035583) as a Whole-Time Director of the Company with effect from 1st April, 2024.

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 Sections 196 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Board of Directors, the re-appointment of **Mr. Vijendrakumar Bishamber Gupta (DIN: 01035583)** who was appointed by the Board of Directors at its meeting held on 1st March, 2024, as **Whole-time Director** of the Company for a period of **five (5) years** with effect from 1st April, 2024, be and is hereby approved, on the terms and conditions including remuneration not exceeding Rs. 4,00,000 (Rupees Four Lacs only) per month, plus other benefits.

RESOLVED FURTHER THAT as Mr. Vijendrakumar B. Gupta has attained the age of **more than 70 years**, his re-appointment be and is hereby specifically approved, as required under the first proviso to Section 196(3) of the Act.

RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorised to alter or vary the terms and conditions of the said appointment including remuneration, in such manner as may be agreed upon between the Board and **Mr. Vijendrakumar Bishamber Gupta (DIN: 01035583)** in conformity with the provisions of the Companies Act, 2013

RESOLVED FURTHER THAT any Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, including filing of necessary e-forms with the Registrar of Companies.”

Item No. 4: To consider and approve the re-appointment of Mrs. Manjuben Vijendrakumar Gupta (DIN: 01206820) as a Whole-Time Director of the Company with effect from 1st April, 2024.

To consider and if thought fit, to pass the following resolution, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Board of Directors, the re-appointment of **Mrs. Manjuben Vijendrakumar Gupta (DIN: 01206820)** who was re-appointed by the Board of Directors at its meeting held on 1st March, 2024 as **Whole-Time Director** of the Company for a period of **five (5) years** with effect from 1st April, 2024, be and is hereby approved, on the terms and conditions including remuneration not exceeding Rs. 3,00,000 (Rupees Three Lacs only) per month, plus other benefits.

RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorized to alter or vary the terms and conditions of the said appointment including remuneration, in such manner as may be agreed upon

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between the Board and **Mrs. Manjuben Vijendrakumar Gupta (DIN: 01206820)** in conformity with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, including filing of necessary e-forms with the Registrar of Companies.”

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



**Vijendrakumar Bishamber Gupta
Whole-Time Director
DIN: 01035583**

**NOTES:
(As per Companies Act, 2013 and SS-2)**

1. A Member entitled to attend and vote at the Extraordinary General 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 instrument appointing the proxy, in order to be effective, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. Corporate Members, if any, intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorising such representative to attend and vote on their behalf.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the business under Items are annexed hereto.
5. The Meeting shall be conducted in accordance with the applicable provisions of the Companies Act, 2013 and Secretarial Standard-2 (SS-2) on General Meetings.

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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 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.

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3. The Board of Directors of the Company, at its meeting held on 1st March 2024, appointed Mr. Vijendrakumar B. Gupta (DIN: 01035583) as the Whole-time Director of the Company with effect from 1st April, 2024, for a period of five (5) years on the terms and conditions mentioned in the resolution, subject to the approval of the members at this Extraordinary General Meeting.

Mr. Gupta has been associated with the Company for several years and has played a vital role in its growth and operations. His experience, leadership and knowledge of the Company's business are valuable assets to the Organisation. The Board believes that his continued association will be beneficial to the Company.

In terms of **Section 196(3)(a)** of the Companies Act, 2013, no company shall appoint or re-appoint a person as a Managing Director or Whole-time Director who has attained the age of **70 years**, unless a **special resolution** is passed by the members. As Mr. Vijendrakumar B. Gupta has attained the age of more than 70 years, his re-appointment requires approval of the shareholders by way of a special resolution.

The Board of Directors recommends the passing of this Special Resolution as set out in Item No. 3 of this Notice.

None of the Directors, Key Managerial Personnel, or their relatives, except Mr. Vijendrakumar B. Gupta and Mrs. Manjuben V. Gupta are concerned or interested in the said resolution.

Disclosures as Required under SS-2 (Secretarial Standard on General Meetings):

1. **Name of the Director:** Mr. Vijendrakumar B. Gupta
2. **DIN:** 01035583
3. **Age:** 71 Years
4. **Qualification:** B.com
5. **Experience:** 40 Years of experience with extensive involvement in the operations and management of the Company.
6. **Terms and Conditions of Re-appointment:** Re-appointed as Whole-time Director for a period of 5 years commencing from 1st April, 2024, on such remuneration and terms as set out in the resolution passed by the Board of Directors.

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7. **Remuneration Details:** Rs. 4,00,000 (Rupees Four Lacs only) per month, plus other benefits)
8. **Date of First Appointment on the Board:** 26th September 1990.
9. **Shareholding in the Company:** Number of shares held- 11,640 (67.48%)
10. **Relationship with Other Directors/Key Managerial Personnel:** Spouse
11. **Number of Meetings of the Board Attended During the Year:** 7 Board Meetings attended during FY 2023-24
12. **Directorships in Other Companies:** Nil
13. **Membership/Chairmanship of Committees:** Member in CSR Committee.

4. The term of office of Mrs. Manjuben Vijendrakumar Gupta (DIN: 01206820) as Whole-Time Director of the Company expires on 31st March, 2024. The Board of Directors, at its meeting held on 1st March 2024, after considering her valuable contribution and leadership, has approved her re-appointment as Whole-Time Director of the Company for a further period of five (5) years with effect from 1st April, 2024, subject to the approval of the members in the general meeting.

Mrs. Gupta has been actively involved in the management and operations of the Company and has significantly contributed to its growth. The Board is of the opinion that her continued association would be beneficial to the Company and, therefore, recommends the resolution for approval of the members as an Ordinary Resolution as set out in Item No. 4 of this Notice.

None of the Directors, Key Managerial Personnel, or their relatives, except Mrs. Manjuben Vijendrakumar Gupta and Mr. Vijendrakumar B. Gupta, are concerned or interested in the said resolution.

Disclosures as Required under SS-2 (Secretarial Standard on General Meetings):

1. **Name of the Director:** Manjuben Vijendrakumar Gupta
2. **DIN:** 01206820

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3. **Age:** 67 years
4. **Qualification:** B.com
5. **Experience:** 40 years of experience with extensive involvement in the operations and management of the Company.
6. **Terms and Conditions of Re-appointment:** Re-appointed as Whole-time Director for a period of 5 years commencing from 1st April, 2024, on such remuneration and terms as set out in the resolution passed by the Board of Directors
7. **Remuneration Details:** Rs. 3,00,000 (Rupees Three Lacs only) per month, plus other benefits.
8. **Date of First Appointment on the Board:** 26th September 1990.
9. **Shareholding in the Company:** Number of shares held- 2,310 (13.39%)
10. **Relationship with Other Directors/Key Managerial Personnel:** Spouse
11. **Number of Meetings of the Board Attended During the Year:** 7 Board Meetings attended during FY 2023-24
12. **Directorships in Other Companies:** Nil
13. **Membership/Chairmanship of Committees:** Member in CSR Committee.

For Gujarat Victory Forgings Pvt Ltd

Vijendrakumar Bishamber Gupta
Whole Time Director
DIN: 01035583

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