

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: 27.11.2025

Notice Is hereby given that the **Extra Ordinary General Meeting** of the members of **Gujarat Victory Forgings Pvt Ltd** will be held on **Saturday, 20th December, 2025 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:

1.Item No. 1: TO CONSIDER THE APPROVAL FOR INCREASE IN OVERALL BORROWING LIMITS OF THE COMPANY AS PER SECTION 180 (1) (c) OF THE COMPANIES ACT, 2013:

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

“**RESOLVED THAT** pursuant to Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013/ Companies Act 1956, consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow any sum or sums of monies, from time to time, for the purpose of company’s business, such sum or sums of money as the Board may think fit notwithstanding that the money so borrowed together with the money so borrowed and remaining outstanding shall be in excess of the aggregate of the paid-up share capital of the Company and its free reserves, but not exceeding **Rs. Rs.300,00,00,000/- (Rupees Three Hundred Crore Only)** over and above the paid-up share capital and free reserves of the Company.”

Item No. 2: TO CONSIDER THE APPROVAL FOR INCREASE IN LIMITS UNDER SECTON 180 (1) (a) OF THE COMPANIES ACT, 2013 FOR SECURITIZATION/ DIRECT ASSIGNMENT AND CREATING CHARGE ON THE ASSETS OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to Section 180(1)(a) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013/ Companies Act 1956, consent of the Company be and is hereby accorded to the Board of Directors of the Company for mortgaging and/or charging in such

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form and manner and on such terms and such times as the Board may deem fit, the movable and immovable assets and properties of the Company, wherever situate, present or future, whether presently belonging to the Company or not, in favour of any person including, but not limited to any financial/ investment institutions, banks, insurance companies, mutual fund, corporate bodies, trustees to secure the loans, borrowings, borrowings, debentures, hire purchases and or working capital facilities and other credit facilities up to a sum not exceeding **Rs. Rs.300,00,00,000/- (Rupees Three Hundred Crore Only)** over and above the paid-up share capital and free reserves of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors or committees or such persons authorized by the Board of Directors be and are hereby authorized to finalize the form and extent and manner of, any deeds documents, as may be applicable, for creating such mortgages, and or charges on such immovable and/or movable properties of the Company on such terms and conditions and on such times / trenches as may be decided by the Board of Directors in consultations with the lenders and for reserving the aforesaid right and for performing all such acts and things as may be necessary for giving effect to this resolution.”

Item No. 3: 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 Company 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. **100,00,00,000/ (Rupees 100 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.

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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. 4 TO CONSIDER AND APPROVE THE REGULARISATION OF RAHUL AGRAWAL AS A DIRECTOR.

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

“**RESOLVED THAT** pursuant to the provisions of Sections **152 and 161** and other applicable provisions, if any, of the **Companies Act, 2013** and the rules made thereunder, **Mr. Rahul Agrawal (DIN: 02523976)**, who was appointed as an **Additional Director** of the Company by the Board of Directors at its meeting held on **1st December, 2025**, and who holds office up to the date of this Extraordinary General Meeting, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby **appointed as a Director of the Company**, liable to retire by rotation.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

Item No.5 TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. RAHUL AGARWAL (DIN: 02523976) AS A MANAGING DIRECTOR OF THE COMPANY.

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

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“RESOLVED THAT pursuant to the provisions of Sections 196, and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the consent of the members of the Company be and is hereby accorded for the appointment of **Mr. Rahul Vijendra Agarwal**, (DIN: No. 02523976) as the **Managing Director** of the Company for a period of **5 years commencing from 1st December 2025**, upon the remuneration, perquisites, other benefits, terms and conditions, including powers and duties, at a remuneration and upon such terms and conditions as set out below :

Terms & Conditions:

Basic Salary	<p>₹ 24 lakhs per annum. The Board shall be authorised to determine the amount of remuneration and the interval or period in which the remuneration shall be paid to the Director.</p> <p>The remuneration payable to Rahul Aggarwal, in any financial year, shall not exceed five (5) per cent of the net profits of the Company and the overall remuneration payable to all Executive Directors including the Managing Director, in any financial year, shall not exceed ten (10) per cent of the net profits of the Company. In any financial year, during the tenure of the Rahul Aggarwal, if our Company has no profits or its profits are inadequate, then Rahul Aggarwal will be paid in accordance with the provisions of Schedule V of the Act.</p>
Perquisites	<p>In addition to the salary received, the Managing Director is entitled to the following perquisites and allowances:</p> <ul style="list-style-type: none">• <i>Medical Reimbursement:</i> Reimbursement of the expenses incurred for self and family or medical insurance for self and family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.• <i>Leave Travel Concession:</i> Leave travel concession for self and family once in a year incurred in accordance with rule of the Company. <p>Explanation: Family means, the Spouse, the dependent children and dependent parents</p> <ul style="list-style-type: none">• <i>Club Fees:</i> Fees of Club subject to maximum of two clubs. No admission and life membership fee shall be paid.• <i>Personal Accident Insurance:</i> Personal accident insurance of an amount, the annual premium of which does not exceed an amount per annum as may be decided by the Board.• <i>Gratuity as per the rules of the Company:</i> a) Company's contribution towards superannuation fund as per the rules of our Company; and b) The aforesaid perquisites stated for the payment of gratuity shall not be included in the computation of aforesaid ceiling on perquisites to the extent these either

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	<p>singly or put together are not taxable under the Income Tax Act, 1961.</p> <ul style="list-style-type: none">• <i>Earned Leave</i>: On full pay, allowance and perquisites as per the rules of the company, but no exceeding one-month salary for eleven months service. Encashment of leave at the end of the tenure shall not be included in the computation of the aforesaid ceiling on perquisites and/or salary.• Provision for car for use on Company's business and telephone at residence shall not be considered as perquisites, personal long-distance call and use of car for private use shall be billed by our Company.
Minimum Remuneration	<p>In the event of loss or inadequacy of profits in any financial year, Rahul Aggarwal shall be entitled to receive a total remuneration including perquisites, etc., not exceeding the ceiling limits as approved by the Board of Directors and the members, as minimum remuneration.</p>

Other Terms & Conditions;

a) Mr. Rahul Agarwal, is being appointed as Managing Director of the Company for a period of 5 (Five) years with effect from 1st December, 2025. He shall be liable to retire by rotation as Director.

As Managing Director, Mr. Rahul Agarwal, will be entrusted with substantial powers of management of affairs of the Company and he will also perform such functions and duties as may be decided by the Board.

b) Mr. Rahul Agarwal, will be subject to the superintendence, control and directions of the Board.

b. Mr. Rahul Agarwal, will work on whole-time basis for the Company and shall act diligently and to the best of his abilities in the discharge of his duties and shall not, directly or indirectly, engage himself in any other business, occupation or employment without the prior approval of the Board.

c. Mr. Rahul Agarwal, will, whenever required by the Board, undertake to travel in India and elsewhere towards the performance of his duties.

d. The Board may re-allocate / re-designate the duties and responsibilities of Mr. Rahul Agarwal

e. Mr. Rahul Agarwal, will not during his tenure or thereafter divulge or disclose to any person whomsoever or make any use whatsoever for his own purpose or for any purpose other than that of the Company, any confidential information or knowledge obtained by him during his employment as to the business or affairs of the Company or its methods or as to any trade secrets or secret processes of the Company and Mr. Rahul Agarwal will during the continuance of his employment with the Company also use his best endeavours to prevent any other person from doing so. Provided, However, that any such divulgence or disclosure to officers and employees of the Company on a need-to-

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know basis with suitable caution as to confidentiality shall not be deemed to be a contravention of this clause.

f. Either party shall be entitled to terminate this employment by giving not less than three months' notice in writing in that behalf to the other party without necessity of showing any cause (hereinafter referred to as "Termination by Mutual Consent"). On the Expiry of the period of such notice, this employment shall be stand terminated.

RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee thereof be and is hereby authorized to vary and/ or revise the remuneration of Mr. Rahul Vijendra Agarwal, (DIN: 02523976) within the overall limits approved herein as per profitability of the company on mutual understanding and to settle any question or difficulties in connection therewith or incidental thereto.

RESOLVED FURTHER THAT within the maximum Fixed Remuneration for each year, Mr. Mr. Rahul Agarwal, (DIN: 02523976) shall be entitled to Salary, Allowances and Perquisites, and other benefits as determined under the provisions of the Companies Act, 2013 read with the provisions of Income Tax Act, 1961.

RESOLVED FURTHER THAT the appointment of Mr. Rahul Agarwal as Managing Director shall be liable to retire by rotation, unless otherwise decided by the Members of the Company in accordance with the provisions of the Act.

RESOLVED FURTHER THAT any Director of the Company be and are hereby authorized to file the necessary e-forms with the Registrar of Companies, execute the Managing Director's appointment agreement, and do all such acts, deeds, and things as may be necessary to give effect to this resolution."

ITEM NO. 6 TO CONSIDER AND APPROVE FOR THE CHANGE IN DESIGNATION OF MRS. MANJUBEN VIJENDRAKUMAR GUPTA (DIN: 01206820) FROM THE POSITION OF WHOLE TIME DIRECTOR TO NON-EXECUTIVE DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules made thereunder, and Article of Association of the Company, the consent of the members be and is hereby accorded to the change in designation of **Mrs. Manjuben Vijendrakumar Gupta (DIN: 01206820)** from **Whole-time Director to Non-Executive Director** of the Company, with effect from **1st December 2025** on the terms and conditions as mutually decided by the Board of Directors and Mrs Manjuben Vijendrakumar Gupta.

RESOLVED FURTHER THAT upon such change in designation, Mr. Manu Gupta shall cease to be Whole-time Director of the Company and shall continue to hold office as a

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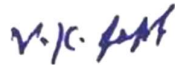
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Non-Executive Director, liable to retire by rotation, unless otherwise determined in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms and returns with the Registrar of Companies and making necessary entries in the statutory registers of the Company.”

**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.

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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.

Annexure to the Notice

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

1. The Board of Directors of the Company, in order to meet the present and future financial requirements for expansion, working capital, capital expenditure and other business purposes, considers it necessary to increase the overall borrowing limits of the Company.

As per Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow monies in excess of the aggregate of the paid-up share capital and free reserves of the Company without the consent of the Members by way of a Special Resolution.

Accordingly, it is proposed to authorise the Board of Directors to borrow monies, from time to time, up to a limit of **Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crore Only)** over and above the paid-up share capital and free reserves of the Company.

The Board recommends the resolution set out in Item No. 1 of the Notice for approval of the Members as a **Special Resolution**.

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

2. In order 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, the

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Board of Directors of the Company at its meeting held on 27th November 2025, has passed a necessary resolutions.

As per the provisions of the Companies Act 2013, the said resolution requires the approval of the Shareholders of the Company and hence the said resolution is put before the shareholders of the Company as a Special resolution to pass in this general meeting.

None of the Directors are concerned or interested in the said resolution.

3. The Company, in the ordinary course of business, may be required to make loans, provide guarantees or securities, or make investments in other bodies corporate or persons for business and strategic purposes.

As per the provisions of Section 186 of the Companies Act, 2013, the Company is required to obtain prior approval of the Members by way of a Special Resolution in cases where the aggregate of loans, guarantees, securities and investments exceeds the limits prescribed under the said section.

The Board of Directors, therefore, proposes to seek approval of the Members to authorise the Company to give loans, guarantees, securities and make investments up to an overall limit of **Rs. 100,00,00,000/- (Rupees One Hundred Crore Only)** outstanding at any time.

The proposed limit will provide operational flexibility to the Company and enable it to take advantage of business opportunities as and when they arise.

The Board recommends the resolution set out in Item No. 3 of the Notice for approval of the Members as a **Special Resolution**.

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

4. This is to inform to the shareholders of the Company that Mr. Rahul Agarwal, who has 12 years of experience of directorship in Vedanta Copper Extrusion Private Limited and Singhal Sheets & Foils Private Limited. He is also working with our Company as a General Manager since 1st April, 2021. Looking to his educational background and rich experience, it was proposed by the Board to appoint him as Managing Director on the Board of the Company w.e.f. 1st December 2025.

As per the provisions of the Companies Act 2013, the said resolution requires the approval of the Shareholders of the Company and hence the said resolution is put

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before the shareholders of the Company as an Ordinary resolution to pass in this general meeting.

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

The General Information as required pursuant to Schedule V of the Companies Act, 2013, is provided in the "Annexure I".

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

- 1. Name of the Director:** Mr. Rahul Agarwal
- 2. DIN:** 02523976
- 3. Age:** 45 years
- 4. Qualification:** B.com
 - 1. Experience:** Presently working with the Company as a General Manager since 1st April, 2021. He has over 12 years of extensive experience in the copper manufacturing industry, with hands-on exposure across the production, processing, and marketing of various copper products, including copper rods, copper tubes, copper sheets, strips, and foils. He is currently serving as a Director in Vedanta Copper Extrusion Private Limited and Singhal Sheets & Foils Private Limited, where he has been actively involved in strategic planning, operations management, and business development within the copper sector.
 - 2. Terms and Conditions of appointment:** Appointed as Managing Director for a period of 5 years commencing from 1st December, 2025, on such remuneration and terms as set out in the resolution passed by the Board of Directors
 - 3. Remuneration Details:** ₹ 2,00,000 per month; with an annual increment as may be decided by the Board from time to time during tenure of his service
 - 4. Date of First Appointment on the Board:** 27th November 2025.
 - 5. Shareholding in the Company:** Number of shares held- 1,650 (9.565%)

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6. **Relationship with Other Directors/Key Managerial Personnel:** Son
7. **Number of Meetings of the Board Attended During the Year:** Not applicable.
8. **Directorships in Other Companies:** 2
 - a.) Vedanta Copper Extrusion Private Limited
 - b.) Singhal Sheets & Foils Private Limited
9. **Membership/Chairmanship of Committees:** Not applicable.
5. The Board of Directors of the Company, at its meeting held on **27th November, 2025**, considered and approved the proposal for change in designation of **Mrs. Manjuben Vijendrakumar Gupta (DIN: 01206820)** from **Whole-time Director** to **Non-Executive Director** of the Company, subject to the approval of the members.

Mr. Manu Gupta was appointed as a Whole-time Director of the Company since 1st April 2004. Due to **organizational requirements and re-alignment of managerial responsibilities**, it is proposed that Mr. Manu Gupta shall no longer be involved in the day-to-day management of the Company and shall continue to provide strategic guidance to the Board in the capacity of a **Non-Executive Director**.

Upon approval of the members, Mr. Manu Gupta shall cease to be a Whole-time Director and shall continue as a Non-Executive Director of the Company with effect from **1st December 2025**, liable to retire by rotation, in accordance with the provisions of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel, or their relatives except Mr. Vijendrakumar B. Gupta and Mrs. Manjuben V. Gupta, to the extent of their respective interest, are concerned or interested in these resolutions.

The Board recommends the Ordinary Resolution set out in the Notice for approval of the members.

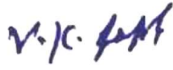
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For Gujarat Victory Forgings Pvt Ltd



Vijendrakumar Bishamber Gupta
Whole Time Director
DIN: 01035583