

**NOTICE OF EXTRA ORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF GUJARAT VICTORY FORGINGS PVT LTD WILL BE HELD ON SATURDAY, 21<sup>ST</sup> FEBRUARY, 2026 AT 01:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT A 1 20 / 21 JAY RANCHOD SOCIETY, GOTRI, VASNA ROAD, VADODARA, GUJARAT, INDIA 390015 TO TRANSACT THE FOLLOWING BUSINESS:**

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**SPECIAL BUSINESS:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft clauses contained in the Memorandum of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Memorandum of Association of the Company with immediate effect;

**“RESOLVED FURTHER THAT** Shri. VIJENDRAKUMAR BISHAMBER GUPTA, Whole-time director of the Company, be and are hereby severally authorised to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company with immediate effect;

**“RESOLVED FURTHER THAT** Shri. VIJENDRAKUMAR BISHAMBER GUPTA, Whole-time director of the Company, be and are hereby severally authorised to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution.

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT,** pursuant to Sections 13, read with 61 and 64 of the companies Act, 2013, Rule 15 of the companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions, read with the rules there under including statutory modifications or re-enactment thereof, and applicable provisions of the Articles of Association of the Company the consent of the members of the company be and is hereby accorded to increase the Authorized Share Capital of the company from Rs. 20,00,000/- (Rupees Twenty Lacs only) divided into 20,000 (Twenty Thousand) Equity Shares of Rs. 100/- each to Rs. 90,00,00,000 (Rupees Ninety Crores only) divided into 90,00,000 (Ninety Lacs) Equity Shares of Rs. 100/- (Rupees One Hundred only) each.

**“RESOLVED FURTHER THAT,** the existing Clause 5 of the Memorandum of Association be and is hereby altered to read as follows:

5. The Authorised Share Capital of the Company is Rs. 90,00,00,000 (Rupees Ninety Crores only) divided into 90,00,000 (Ninety Lacs) Equity Shares of Rs. 100/- (Rupees One Hundred only) each.

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 12(3) and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder, (collectively referred to as the “Companies Act”), the consent and approval of the members of the Company be and is hereby accorded for change of the Registered Office of the Company outside the local limits from:

**Old/ Existing Address:** AT A-1/20/21, JAY RANCHOD SOCIETY, GOTRI VASNA ROAD, VADODARA, GUJARAT, INDIA-390015

**To New Address:**

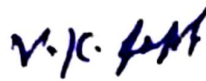
B.NO. 1147, OLD RS NO.1558, LAMDAPURA ROAD, VILLAGE MANJUSAR, TALUKA SAVLI, DIST BARODA, GUJARAT, INDIA-391755

**with effect from 21st February 2026.**

**RESOLVED FURTHER THAT** any of the Directors of the Company or Company Secretary, be and is hereby authorized to file Form INC-22 and such other forms, documents or returns as may be required with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** the statutory records, letterheads, signboards, bills, invoices, and other official documents of the Company be updated to reflect the new registered office address.”

**By Order of the Board of Directors**  
FOR GUJARAT VICTORY FORGINGS PVT LTD



VIJENDRAKUMAR BISHAMBER GUPTA  
Whole-time director  
DIN: 01035583



Place: Vadodara  
Date: 24<sup>th</sup> January, 2026

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**  
**SETTING OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS:**

**Item No. 1 & 2**

The existing Memorandum and Articles of Association (“MOA & AOA”) were based on the Companies Act, 1956 and several clauses / regulations in the existing MOA & AOA contain references to specific sections of the Companies Act, 1956 and which are no longer in force.

The Existing regulations of the Articles of Association are replaced by the new set of regulations and adopted as new set of Articles of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013. The modification in Articles of association is carried out to give effect to provisions of the Companies Act, 2013.

Consent of the shareholders by way of a Special Resolution is required in this regard.

The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the registered office of the Company.

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

The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

**Item No. 3**

In conformity with the provisions of Section 102(1) of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

The Company may be required to raise additional capital by way of Equity Shares to meet its future fund requirements; the Company needs to create adequate headroom to accommodate issuance of Equity Shares. Section 13 read with Section 61 of the Act requires the Company to obtain the approval of the Shareholders for alteration of Clause 5 of Memorandum of Association (‘MOA’). The proposed alteration in Clause 5 of MOA is within the scope of Section 61 of the Act.

The draft of the MOA of the Company, after incorporating the proposed changes is available for inspection by the Members at the Registered Office of the Company during business hours on any working day up to the date of the Meeting and will be kept open at the place of the Meeting during the continuation of the Meeting.

The Directors recommend the Resolution as set out of the accompanying Notice for approval of the Members of the Company.

None of the Directors of the Company or their relatives, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financial or otherwise, in the proposed Resolution.

**Item No. 4**

The registered office of the Company is presently situated at A-1/20/21, JAY RANCHOD SOCIETY, GOTRI VASNA ROAD, VADODARA, 390015, GUJARAT, INDIA.

With a view to ensuring better administrative convenience and operational efficiency, the Board of Directors of the Company, at its meeting held on 21<sup>st</sup> February 2026 approved the proposal to shift the registered office of the Company outside the local limits from the existing address to the following address:

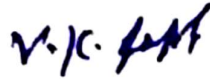
**New Address:** B.NO. 1147, OLD RS NO.1558, LAMDAPURA ROAD, VILLAGE MANJUSAR, TALUKA SAVLI, DIST BARODA, GUJARAT, INDIA-391755

In terms of Section 12(5) of the Companies Act, 2013, shifting of the registered office outside the local limits of the same city/town/village require the approval of members by passing a Special Resolution.

The proposed change will not affect the legal status of the Company, nor will it have any impact on its operations, assets, liabilities, or existing contracts.

Accordingly, the Board recommends the passing of the Special Resolution as set out in the Notice. None of the Directors, Key Managerial Personnel, or their relatives are interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company.

**By Order of the Board of Directors**  
FOR GUJARAT VICTORY FORGINGS PVT LTD



VIJENDRAKUMAR BISHAMBER GUPTA  
Whole-time director  
DIN: 01035583



Place: Vadodara  
Date: 24<sup>th</sup> January, 2026

**NOTES:**

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, in respect of the special business to be transacted at the meeting under Item No. 1& 2 is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, on a poll, to vote instead of himself and the proxy need not be a member of the company. The proxy form duly completed and signed should reach the company's registered office not less than 48 hours before the commencement of the meeting. The Proxy Form for the EGM is enclosed herewith.
3. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
5. Members/Proxies/Authorised Representatives are requested to submit the attendance slips duly filled in for attending the Meeting. Members holding shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the Company on all working days of the Company between 11:00 a.m. and 1:00 p.m. up to the date of the General Meeting and at the venue of the Meeting for the duration of the Meeting.
7. Members holding shares are requested to kindly notify the Company of any change in their addresses/e-mail address so as to enable the Company to address future communication to their correct addresses.