

GUJARAT VICTORY FORGINGS PVT LTD

CIN: U27201GJ1990PTC014433

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

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

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Date : 28th January 2026

Notice is hereby given that the **Extra Ordinary General Meeting** of the members of **Gujarat Victory Forgings Pvt Ltd** will be held on **Thursday, 26th February 2026 at 1.00 P.M** at the registered office of the Company situated at B.NO. 1147, OLD RS NO.1558, LAMDAPURA ROAD, VILLAGE MANJUSAR, TALUKA SAVLI : DIST BARODA-391755. GUJARAT, to transact the following business:

AGENDA:

Special Business:

Item No. 1: TO CONSIDER AND APPROVE FOR THE SUB-DIVISION/ SPLIT OF EQUITY SHARE OF THE COMPANY FROM FACE VALUE OF RS. 100 TO RS. 10 EACH PURSUANT TO THE PROVISIONS OF SECTION 61 OF THE COMPANIES ACT 2013.

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

“RESOLVED THAT pursuant to provisions of Section 61 (1)(d) and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), together with the applicable subsisting provisions of the Companies Act, 1956, if any, (collectively referred to as the “Companies Act”) and the applicable provision of the articles of association of the Company, the consent and approval of the members of the Company be and is hereby accorded to the sub-division of 90,00,000 (Ninety Lacs) fully paid up equity shares of face value of ₹ 100/- (Rupees One hundred only) each in the share capital of the Company into 9,00,00,000 (Nine Crores) equity shares of face value of ₹ 10/- (Rupees Ten only) each (“Sub-Division”).

RESOLVED FURTHER THAT pursuant to the Sub-Division of the equity shares of the Company, all the issued, subscribed and paid up equity shares of face value of ₹ 100/- (Rupees One Hundred only) each of the Company existing on the record date on 25th February 2026 shall stand sub-divided into equity shares of face value of ₹ 10/- (Rupees Ten only) each fully paid up, without altering the share capital and shall rank *pari passu* in all respects with the existing fully paid equity shares of ₹ 10/- each of the Company and shall be entitled to participate in full dividend to be declared after subdivided Equity shares are allotted.

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submit such other documents and information as may be required by any regulatory authority, accept on behalf of the Company such conditions and modifications as may be prescribed or imposed by any regulatory authority and engage in any other communication with any regulatory authority and publish necessary gazette notifications, if required, for and in connection with the proposed amendment to Clause V of the Memorandum of Association of the Company, as may be required under the applicable laws, and filing of necessary forms with the Registrar of Companies, Ahmedabad, and to comply with all other requirements in this regard.”

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action.”

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



Vijendrakumar Bishamber Gupta
Whole-Time Director
DIN: 01035583

Date : 28th January 2026

Place : Savli, Dist. Vadodara

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.

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Annexure to the Notice

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

ITEM NO. 1.:

The present Paid-up Share Capital of the Company consists of 20,000 equity shares of face value Rs. 100 each.

With a view to enhancing the liquidity of the Company's shares and making the shares more affordable to a wider base of investors, the Board of Directors of the Company, at its meeting held on 28th January 2026, *considered and approved the proposal for sub-division of the equity shares of the Company from a face value of Rs. 100 per share to Rs. 10 per share* subject to the approval of the members in this meeting.

Pursuant to the proposed sub-division, each existing equity share of Rs. 100 will be sub-divided into 10 equity shares of Rs. 10 each. The total amount of the share capital of the Company shall remain unchanged.

The sub-division of shares is carried out in accordance with Section 61(1)(d) of the Companies Act, 2013 and requires the approval of members by passing an Ordinary Resolution.

The sub-division will not affect the rights of the shareholders, and all existing shareholders will continue to hold the same proportion of shareholding in the Company as before.

Accordingly, the Board recommends the passing of the Ordinary Resolution as set out in the Notice.

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

ITEM NO. 2:

The present Authorized Share Capital of the Company is Rs. 20,00,000 (Rupees Twenty Lac only) divided into 20,000 equity shares of Rs. 100 each.

In order to meet the Company's present and future requirements of funds and to provide flexibility for issue of further shares, the Board of Directors of the Company, at its meeting held on , considered and approved the proposal to alter the Capital Clause (Clause V) of the Memorandum of Association of the Company so as to increase the Authorized Share Capital

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and also in view of the Sub-division of shares from the face value of Rs. 100/- each to Rs. 10/- each, the share capital of the Company shall be [₹ 90,00,00,000 (Rupees Ninety Crores only) divided into 9,00,00,000 (Nine Crore) equity shares of face value of ₹ 10/- each]

Consequent upon the proposed increase in the Authorized Share Capital and sub-division of shares, it is also necessary to alter the relevant Articles of Association of the Company to align them with the revised capital structure.

The proposed alterations are pursuant to the provisions of Sections 13, 14, and 61(1)(a) of the Companies Act, 2013 and require the approval of the members by passing the Ordinary Resolution(s) as set out in the Notice.

The draft of the altered Memorandum of Association and Articles of Association is available for inspection by the members at the registered office of the Company during business hours on all working days up to the date of the Annual General Meeting.

The Board of Directors recommends the passing of the resolutions as set out in the Notice.

None of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in the proposed resolutions, except to the extent of their shareholding in the Company.

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



Vijendrakumar Bishamber Gupta
Whole-Time Director
DIN: 01035583

Date : 28th January 2026

Place : Savli, Dist. Vadodara