



## **GOCL Corporation Limited**

CIN: L24292TG1961PLC000876

Registered Office: Door No.7-1-21/A/201, Sy No.341/1, Raj Bhavan Road, Begumpet,  
Hyderabad-500016, Telangana, India.

Ph: 040-23810671-9,

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### **NOTICE OF POSTAL BALLOT AND E- VOTING**

#### **NOTICE TO MEMBERS PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.**

Dear Member(s),

**NOTICE** is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended (the “Act”), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”) including any statutory modifications or re-enactment thereof for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), General Circular No.09/2024 dated September 19, 2024 and General Circular No. 3/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, and the applicable circulars issued by the Securities and Exchange Board of India, hereinafter collectively referred to as the (“Circulars”), and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions set out below are proposed to be passed by the members, through postal ballot, only by way of remote e-voting process. (“e-voting”).

For avoidance of any doubt due to the general understanding of meaning of 'Postal Ballot' as Voting by Post (which is not contemplated in this Notice), the term 'remote e-voting' is consciously used in this Notice (instead of using the term 'Postal Ballot') which appropriately clarifies that the manner of Voting on the Resolution is restricted to Voting only through remote e-voting. Further the term Postal Ballot and remote e-voting are interchangeably used in this Notice. Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and Pre-paid Business Reply Envelope will not be sent to the Members for the present Postal Ballot and the Members are required to communicate their Assent or Dissent through the remote e-voting system only. The instructions for remote e-voting are appended to this Notice.

The Explanatory Statement(s), pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations and circulars issued thereunder is also attached.

The Board of Directors of the Company have appointed Mr. A. Ravi Shankar (Membership No. FCS 5335 and CP No. 4318), and alternately Mr. Venkatesh Puranik (Membership No. ACS 21297 and CP No. 25510), Partners of M/s Ravi & Subramanyam, Practicing Company Secretaries, Hyderabad as the Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner.

The Company has provided e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of KFin Technologies Limited (“KFin” or “KFinTech”) for facilitating evoting.

The Company also has made necessary arrangements with KFin, Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

The remote e-voting period commences from 9.00 a.m. (IST) on Tuesday, October 14, 2025, and ends at 5:00 p.m. (IST) on Wednesday, November 12, 2025. The e-voting facility will be disabled by KFin immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman/the Whole-Time Director or any other person authorized by them and the result of the voting will be announced within two working days from the end of the e-voting period. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. Wednesday, November 12, 2025 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

### **SPECIAL BUSINESS:**

#### **ITEM NO. 1: SHIFTING OF THE REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF TELANGANA TO THE STATE OF ANDHRA PRADESH AND CONSEQUENTIAL AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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 Sections 12, 13 read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other applicable provisions of the Act, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) as applicable, and subject to the confirmation/approval of the Central Government through the office of the Regional Director, Ministry of Corporate Affairs and other competent authorities, if any, consent of the Members of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the State of Telangana to the State of Andhra Pradesh.

**RESOLVED FURTHER THAT** consequent to the change in the registered office of the Company, Clause II of the Memorandum of Association of the Company, be substituted by the following:

***“II. The Registered Office of the Company will be situated in the State of Andhra Pradesh.”***

**RESOLVED FURTHER THAT** upon confirmation of the Central Government through the office of the Regional Director, Ministry of Corporate Affairs the registered office of the Company be moved from Hyderabad in the State of Telangana and be situated at Plot No.63-66, Pedagantyada village and mandal, Visakhapatnam, Andhra Pradesh or such other place in the State of Andhra Pradesh as the Board may deem appropriate.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) or the Whole Time Director & Chief Financial Officer or the Company Secretary of the Company (hereinafter referred to as **Authorised Persons**) be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** the aforesaid Authorised Persons of the Company be and are hereby severally authorized to appear and represent the Company in the matter of application related to shifting of the registered office of the Company and alteration of Clause II of the Memorandum of Association of the Company before the Regional Director, Ministry of Corporate Affairs, Registrar of Companies or any other authorities and agree to such conditions or modifications, changes, variations, alterations or revisions that may be considered necessary, required or suggested by the concerned authorities as they may deem fit or proper and to settle all questions or difficulties that may arise with regard to the aforesaid application in such manner as they may determine in their absolute discretion deem fit and also to appoint counsels, consultants or advisors and to do all acts, deeds, matters and things as are necessary to give effect to the above resolution including filing necessary application, undertakings, declarations, documents, petition, affidavits, forms/ returns with the Ministry of Corporate Affairs without requiring the Board to secure any further consent or approval of the Members of the Company.”

**ITEM NO. 2: AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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(s) 4, 13, 15 of the Companies Act, 2013 (the “Act”) read with the Companies (Incorporation) Rules, 2014 and Schedule I of the Act and other applicable provisions, if any, (including any statutory modification(s) or amendment(s) and re-enactment(s) thereof, for the time being in force), provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and subject to such other necessary statutory and regulatory approvals and modifications, if any, the approval of the Members of the Company be and is hereby accorded to alteration of Memorandum of Association (“MOA”) of the Company, as follows:

The existing Clause III of the MOA of the Company, i.e. ‘Objects Clause’ be amended in the following manner:

1. The existing Clause III of the MOA shall be divided into two sub-clauses and all the objects will be segregated between:
  - Clause III(A) titled "The objects to be pursued by the Company on its incorporation are"

- Clause III(B) titled "Matters which are necessary for the furtherance of the objects specified in Clause III(A) are."
- 2. The sub-clauses numbered 1-4, 7A, 8, 13, 42, 43, 45-48, 51-54 of the existing Clause III of the MOA shall be reclassified under the new Clause III(A) and will be renumbered as sub-clauses 1(a) to 1(g), 2(a) to 2(f) and 3(a) to 3(d).  
The sub-clauses numbered 5-7, 9-12, 14-41, 44, 49, 50 and 55 of the existing Clause III of the MOA shall be reclassified under the new Clause III(B) and will be renumbered as sub-clauses 1 to 39.

**RESOLVED FURTHER THAT** the existing Clause IV i.e. "The Liability of the members is limited" be and is hereby replaced with "The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them".

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which expression shall also include a duly authorised Committee constituted by the Board thereof) and/or any other Key Managerial Personnel of the Company be and are hereby authorized to do all such acts, deeds, matters and things and file all such applications, affidavits, forms and any other documents as may be required, from time to time with the Central Government and/or Registrar of Companies or any other authority, as may be considered necessary or incidental thereto, and to settle any question(s), difficulty(ies) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution, as may be deemed fit and appropriate and to take all such steps as may be necessary, proper or expedient, to give effect to this resolution."

By order of the Board of Directors  
**For GOCL Corporation Limited**  
Sd/-  
A. Satyanarayana  
**Company Secretary**

Place: Hyderabad  
Date: October 06, 2025

**NOTES:**

1. Explanatory statement pursuant to the provisions of Section 102 read with Section 110 of the Act, setting out the material facts pertaining to the resolutions are annexed hereto along with Postal Ballot Notice ("Notice") for your consideration.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners and whose email address is registered with the Company / depository participant(s), as on Friday, October 03, 2025 ("Cut-off Date"). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
3. The period of e-voting shall commence from 9.00 a.m. (IST) on Tuesday, October 14, 2025, and end at 5:00 p.m. (IST) on Wednesday, November 12, 2025. The e-voting module shall be disabled by KFintech for voting thereafter.

4. Upon completion of scrutiny of the votes, the Scrutinizer will submit his final report to the Chairman / Whole Time Director or to the person authorised by them as soon as possible after the last date of e-voting but not later than Friday, November 14, 2025. The Results of the E-voting/Postal Ballot will be declared on or before Friday, November 14, 2025, at the registered office of the Company and displayed at the corporate office and on the website of the Company i.e. [www.goclcorp.com](http://www.goclcorp.com) and on the website of KFin and intimated to the Stock Exchanges on which the equity shares of the Company are listed.
5. The Postal Ballot Notice is also being uploaded on the Company's website, [www.goclcorp.com](http://www.goclcorp.com) and of KFin <https://evoting.kfintech.com/>
6. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Wednesday, November 12, 2025. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
7. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting.
8. In this Notice and the statement of material facts, the term "shareholder(s)" and "member(s)" are used interchangeably.
9. Members can also register their e-mail IDs and contact numbers with the Company by sending details to their respective depositories, CDSL and/ or NSDL through the depository participants (DP) or with the Registrar and Transfer Agent, viz., KFin to enable the Company to communicate to the members, the information about various developments in the Company via e-mail/SMS.
10. Members holding shares in dematerialized mode are requested to register/update their KYC details including email address with the relevant Depository Participants. Members holding shares in physical form, who have not registered / updated their e-mail address with the Company, are requested to register/update their KYC details including email address by submitting duly filled and signed Form ISR-1 to KFin Technologies Limited ("KFintech") at Selenium, Tower-B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Rangareddy, Telangana, India - 500 032 or at their email ID [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with the copy of the share certificate (front and back), self-attested copy of the PAN card and such other documents as prescribed in the Form. Form ISR-1 is available on the website of the Company at <https://goclcorp.com/#INVESTORINFO> and on the website of KFintech at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>. Members may follow the process detailed below:

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR - 1
	Update of signature of securities holder	Form ISR - 2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR - 3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR - 4
	The forms for updating the above details are available at <a href="https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd">https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd</a>	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

11. The remote e-voting process shall be as under:

**INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:**

**Step 1:** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

**Details on Step 1 are mentioned below:**

**I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<b>1. User already registered for IDeAS facility:</b> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”.</li> </ol>

	<p>iv. Click on company name or e-Voting service provider and you will be redirected to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p><b>2. User not registered for IDeAS e-Services</b></p> <p>i. To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>ii. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>iii. Proceed with completing the required fields.</p> <p>iv. Follow steps given in points 1</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of NSDL</b></p> <p>i. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>iii. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>iv. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFinTech.</p> <p>v. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with <b>CDSL</b>	<p><b>1. Existing user who has opted for Easi / Easiest</b></p> <p>i. Visit URL: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on “Login” icon.</p> <p>ii. Click on “My Easi New (Token)” Tab</p> <p>iii. Login with your registered user id and password.</p> <p>iv. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal.</p> <p>v. Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></p> <p>i. Proceed with completing the required fields.</p> <p>ii. Follow the steps given in point 1.</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>i. Visit URL: <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></p> <p>ii. Provide your demat Account Number and PAN No.</p>

	iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. iv. After successful authentication, user will be provided links for the respective ESP, i.e., KFin Technologies Limited where the e-Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<b>I.</b> You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.  <b>II.</b> Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.  <b>III.</b> Click on options available against company name or e-Voting service provider – <b>KFinTech</b> and you will be redirected to e-Voting website of <b>KFinTech</b> for casting your vote during the remote e-Voting period without any further authentication.

**Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.**

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with <b>NSDL</b>	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990 and 1800 22 44 30</b>
Securities held with <b>CDSL</b>	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738 or 022-23058542-43</b>

**Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

(A) Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.



- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (AZ), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” i.e., GOCL Corporation “Postal Ballot” and click on “Submit”.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Company at email id [secretarial@goclcorp.com](mailto:secretarial@goclcorp.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format “GOCL Corporation-Postal Ballot.”

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice and e-voting instructions cannot be serviced, will have to follow the following process:

**Procedure for Electronic folios:**

Visit the link: <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>

1. Select the company name “GOCL Corporation Limited”
2. Shareholder to enter DPID-CLID / Folio No. and PAN No.

3. Shareholder to enter the e-mail id and mobile no.
4. System checks the authenticity of the client id and PAN and sends the different One-time Passwords (OTPs) to mobile no. and e-mail id to validate.
5. Shareholder to enter the OTPs received by SMS and e-mail id to complete the validation process (OTPs will be valid for 5 minutes only).
6. System confirms the e-mail id for the limited purpose of services Postal Ballot notice.
7. System will send the notice & procedure for e-voting to the e-mail given by the shareholder.

### **Procedure for Physical folios:**

Visit the link <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>

1. Select company name “GOCL Corporation Limited”
2. Shareholder to enter physical Folio No and PAN No.
3. If PAN No. is not available in the records, shareholder to enter one of the Certificate No.
4. Shareholder to enter the e-mail id and mobile no.
5. System checks the authenticity of the Folio No. and PAN/Certificate No. and sends the different OTPs to mobile no. and e-mail id to validate.
6. Shareholder to enter the OTPs received by SMS and e-mail id to complete the validation process. (OTPs will be valid for 5 minutes only).
7. If PAN is not available, the system will prompt to upload the duly signed scan copy of the PAN.
8. System confirms the registration of e-mail id.
9. System will send the notice & procedure for e-voting to the “e-mail id” given by the shareholder.

Post successful registration of the e-mail, the shareholder would get a soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. It is however clarified that for permanent registration of e-mail address, the shareholders are requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana - 500 032, India by following due procedure.

In case of any query/concern/grievance, Members may refer the (i) remote e-voting user manual or (ii) Help & Frequently Asked Questions (FAQs), available at the downloads section of <https://evoting.kfintech.com> or KFin Technologies Limited at Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, India, at email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com); 1800-3094-001 (toll free) or may write to the Company at [secretarial@goclcorp.com](mailto:secretarial@goclcorp.com)

**Information at a glance:**

Particulars	Notes
Cut-off Date to determine eligible numbers to vote on the resolution	Friday, October 03, 2025
Voting start time and date	Tuesday, October 14, 2025 at 9.00 A.M. (IST)
Voting end time and date	Wednesday, November 12, 2025 at 05:00 P.M. (IST)
Date on which the resolution is deemed to be passed, if approved by the requisite majority	Wednesday, November 12, 2025
Name, address and contact details of Registrar and Share Transfer Agent.	Contact name: Mr. Singireddy Shanker Reddy Corporate Registry (RIS) KFin Technologies Limited Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 Contact details: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>  Contact number – 1800-309-4001
Name, address and contact details of e-voting service provider	Mr. Praveen Chaturvedi, Vice President – Corporate Registry KFin Technologies Limited Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 Contact details: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>  Contact number – 1800-309-4001
KFin Technologies Limited e-voting website address	<a href="https://evoting.kfintech.com/">https://evoting.kfintech.com/</a>

## **EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 & 110 OF THE COMPANIES ACT, 2013 AND RATIONALE:**

### **Item No. 1: Shifting of the Registered Office of the Company from the State of Telangana to the State of Andhra Pradesh and consequential amendment to the Memorandum of Association of the Company.**

The registered office of the Company is currently situated at Hyderabad in the State of Telangana where the Detonators factory of the Company is situated. The Company has in the previous financial year discontinued the business of Detonators & Accessories (Energetics) business; and is in the process of coming out of the Industrial Explosives business by disinvesting the wholly owned subsidiary namely IDL Explosives Limited.

Thus, the Company is currently engaged in the business of Electronics Manufacturing Service (EMS) and Realty. The EMS operations at present are small in size; and the Realty assets are scattered at various places in the country.

In the above background, the Board of Directors of the Company has recently accorded its approval for acquisition of the thermal power business of Hinduja National Power Corporation Limited (HNPCL) subject to the necessary approvals of the shareholders, the regulatory and other authorities. The power plants of HNPCL are situated in the State of Andhra Pradesh near Visakhapatnam. The process of acquisition is in process and is expected to be completed in the near future.

On completion of the acquisition from HNPCL, the thermal power business will become the major business segment of the Company. The Board of Directors of the Company has therefore thought it necessary that the registered office of the Company has to be situated in the State of Andhra Pradesh. Accordingly, at its meeting held on October 6, 2025 the Board has approved, subject to approval of the shareholders by way of a special resolution and approval of the Central Government the proposal for shifting the Registered Office of the Company from the State of Telangana to the State of Andhra Pradesh.

The shifting of the registered office to the power plant site is expected to be beneficial in terms of better logistics, nearness to the port facilities, improved efficiency in sourcing of coal, combined strength to cater to the needs of the operations, management at one place, more productivity, increased efficiency, better administrative control and operational convenience. The shifting of registered office from the State of Telangana to the State of Andhra Pradesh is in the best interest of the Company, Members / Shareholders and all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees, in any manner whatsoever.

Pursuant to the provisions of Sections 12, 13 and all other applicable provisions, if any, of the Act read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association (the “MOA”) of the Company requires the approval of the Members of the Company by means of a Special Resolution and approval of the Central Government (power delegated to Regional Director).

In light of the above, the approval of the Members is sought for shifting of the registered office of the Company from the State of Telangana to the State of Andhra Pradesh and consequently for altering Clause II of the MOA.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the resolution set out in the accompanying Notice.

The Board recommends the Special Resolution as set out at Item No. 1 for approval of the Members.

**Item No. 2: Amendments to the Memorandum of Association of the Company.**

The Company has been incorporated in the year 1961 and the existing Memorandum of Association (“MOA”) of the Company is based on the erstwhile Companies Act, 1956. It is proposed to alter the MOA to align with the provisions of the Companies Act, 2013 (the “Act”).

The Objects clause (Clause III) and the Liability clause (Clause IV) of the MOA are proposed to be altered in accordance with Table A of Schedule I of the Companies Act, 2013. It may be noted that no insertion or deletion of any of the objects of the Company are proposed herein.

The Board of Directors of the Company (the “Board”) in its meeting held on October 06, 2025 have approved the amendments to the Clauses numbered III and IV of the MOA and recommended the same to the Members for approval as detailed in the Resolution set out at Item No. 2 of the accompanying Notice.

As per the provisions of Section 13 and other applicable provisions, if any, of the Act read with the Companies (Incorporation) Rules, 2014, approval of the Members of the Company by way of a Special Resolution is required for alteration of the MOA. Accordingly, approval of the Members of the Company is hereby sought by way of Special Resolution as set out in Item No. 2 of the accompanying Notice. A copy of the altered MOA forms part of this notice and is also available on the website of the Company at [www.goclcorp.com](http://www.goclcorp.com).

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the resolution set out in the accompanying Notice.

The Board recommends the Special Resolution as set out at Item No. 2 for approval of the Members.

By order of the Board of Directors  
**For GOCL Corporation Limited**

Sd/-  
A. Satyanarayana  
**Company Secretary**

Place: Hyderabad  
Date: October 06, 2025

**CIN:** L24292TG1961PLC000876  
**Registered & Corporate Office:**  
Door No.7-1-21/A/201, Sy No.341/1,  
Raj Bhavan Road, Begumpet,  
Hyderabad-500016, Telangana, India,  
T: +91 (40) 23810671-9

W: <http://www.goclcorp.com>

**The Companies Act, 1956**  
**(1 OF 1956)**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**GOCL Corporation Limited<sup>1</sup>**

- I. The name of the Company is "GOCL Corporation Limited".
- II. The Registered Office of the Company will be situated in the State of Telangana<sup>2</sup>.
- III. The objects for which the Company is established extend to all the States of India and are the following:-
- § **(A) The objects to be pursued by the Company on its incorporation are:**
1. a) To manufacture, produce, prepare, import, export, buy, sell, fabricate, install, survey, estimate and install for installation on site and generally carry on business in Detonators of all types, Explosives, Explosives accessories, Safety Fuses, Gun Powder, Detonating Fuses, Blasting equipment, Exploders, Ohmmeters, Rheostat, Sequence Switch, Shotfiring cables, Connecting Wires, Insulating Materials, Crimping Machines.
  - b) To manufacture, produce, prepare, buy and sell, import and export Explosive intermediaries, and raw materials and to do research and development of new products.
  - c) To manufacture, produce, prepare, buy and sell, import and export finished products of all kinds out of plastics material including, among others, film, extruded tubes and section, moulded articles and fabricated articles.
  - d) To manufacture, produce, prepare, import and export, buy and sell plastics intermediaries and raw materials conversion machinery and to do research in the development of new products.
  - \* e) To manufacture, develop, buy, sell, export, import, deal in, assemble, fit, repair, convert, overhaul, alter, maintain, assemble and improve all types of electronic components, devices, equipment and appliances, component parts thereof, assemblies, sub-assemblies, firmware or software and other materials used in or in connection with electronic items of various description having application or use in any sphere including in homeland security, defence, and aerospace, artificial intelligence, IOT devices, robotics, automation, mining, oil exploration, automotive electronics, telecommunications and networking, medical devices and equipments, railway electrical and electronics, consumer electronics, LED drivers and LED, power supplies and testing services.

*1. Name of the Company changed vide shareholders' special resolution dated 23.09.2015 and approval of the Central Government dated 12.10.2015.*

*2. Pursuant to the Andhra Pradesh Reorganisation Act, 2014*

*\* inserted by Special Resolution passed on 19.09.2019*

*\$ Clause III(A) aligned with the Companies Act, 2013, vide Special Resolution dated 12.11.2025 passed through Postal Ballot (considering the Postal Ballot e-voting period end date)*

- f) To bring, buy, sell, manufacture, plant, cultivate, prepare, repair convert, hire, alter, treat, manipulate, exchange, let on hire, import, export, dispose of and deal in machinery, implements, rolling stock, plant, hardware ores, metals, iron, carbon-black, rayon, hessian, stone materials, tools, appliances, apparatus, products, substances, and articles of all kinds (whether referred to in this memorandum or not) which may seem to the Company capable of being used or required for the purpose of any of the businesses which the company is expressly or by implication authorized to carry on or which are usually supplied or dealt in by person engaged in any such businesses or which may seem to the Company capable of being conveniently carried on in connection with the above or otherwise calculated directly or indirectly to enhance the value of any of the property and rights of the Company for the time being.
  - g) To carry on any other business (whether manufacturing or otherwise) which may seem to the company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render profitable, any of the property or rights of the company.
2. @ a) To carry on the business of producing, generating, storing, distributing, buying, selling, extracting, converting or dealing in any form of energy and power, or sources of energy and power, Hydro-electric power, thermal power geological or geothermal power, wind power, solar power, or any other means of deriving energy and power out of any phenomena and deriving energy for captive consumption or commercial activity, and also to construct, establish, operate, managing power station, boiler houses, steam turbines, generating stations, switch yards, tie lines, transformer yards, sub-stations, transmission lines, accumulators, work shops and all such works necessary for generating power either hydro, thermal gas, air, oil or through renewable energy, accumulating, distributing and- supply of electricity for the purpose of light, heat, motive power and also to manufacture, erect and maintain power generating machinery and all other types of plant and machinery and also acquire concessions and licenses by or entering into contract with the Government of India or any State Government, Municipal or Local authority in carrying the above activity that may be mutually agreed together with the required movable and immovable facilities such as land, buildings, railway sidings site or sites of Central/State Governments / Electricity Boards / Body Corporate (s) either Central/ State Government Undertakings or the Companies defined under the Companies Act, 1956, as per the terms and conditions to the interest of the Company or in any other manner as may be proper, necessary or expedient.
- @@ b) To produce, manufacture or otherwise acquire, sell, distribute, deal in and dispose off chemical products of every nature and description and compounds, alkalis and acids, gases, fertilizers and compounds, intermediaries, derivatives and by products thereof and products to be made therefrom including partition wall phospho gypsum and its panels, ceiling tiles, fibrous boards, artificial marble, special plasters, plaster boards, plaster of paris, cement retarders, other building materials and requisites, anhydrous gypsum, polymerised gypsum, calcium sulphate, plastics and resins and other related products etc. and fly ash composed bricks, blocks or related products.
- \* c) To engage in the businesses of mining services either through lease or directly by acquisition of rights of existing Mining services, and / or through establishment of the Company, did, buy, sell and to do all such things to run such services connected with the Mining including blasting, excavation earth removal either directly or through, contractors, sub - contractors, agents or in partnership with individuals, partnership firms, companies and other association of persons and to enter into collaboration with the persons or bodies corporate or association of persons/firms either in India or outside India.
  - \* d) To establish the business of mining of all minerals, chemicals, coal, ores of all kinds either through lease or directly, exploit, process, buy, sell, mining products, by-products / intermediary products either directly or through agents, dealers as permissible under various laws and rules there under and other statutes.
  - \* e) To engage in the businesses in the field of development of property either in India or abroad through real estate business in developing the land owned by the Company or acquire by grant, purchase, barter, lease, license or otherwise either absolutely or conditionally and either alone or jointly with companies or firms/persons any immovable property of any description, privileges, and other rights to fulfill the objects and business of the Company and to construct, maintain, and alter either existing or any building acquired or to be acquired by the Company or works necessary or convenient for the purpose of the Company and to manage, develop, sell, let 'on lease or hire or otherwise dispose off the same at such time or times and in such manner and for such consideration as may be deemed proper or expedient which may seem to the Company capable of being conveniently carried on in connection with the above objects or directly or indirectly to enhance the value of or render profitable any of the property or the rights of the Company.

@ Inserted by Special Resolution passed on 22.9.1997  
 @@ Inserted by Special Resolution passed on 20.9.1999  
 \* Inserted by Special Resolution passed on 27.8.2001

- \* f) To set up, engage in, improve, develop and sell, knowledge parks, information technology parks, bio-tech parks, business centers, etc., golf courses, condominiums, sports complexes, residential/commercial complexes, service centers, shopping malls, warehouses, plazas, retail super stores, entertainment centers, multiplexes, hotels exclusive clubs, restaurants, food centers, internet/communication centers/ cafes, service apartments/complexes on the properties either belonging to the company or acquired on lease basis or through amalgamation or take overs.
3. \* a) To carry on the business of importers and exporters and consultants of and to buy, sell and deal in petroleum oil, of all liquid and solid hydrocarbons and of all products thereof, and also plant, machinery and equipment related to the manufacture, production, refining, blending, packing, handling or modifying petroleum oil, liquid or solid hydrocarbons and of all products thereof including liquefied petroleum gas, compressed natural gas and liquefied natural gas.
- \* b) To carry on the business of manufacturing or trading or dealing in automotive parts and accessories, auto electrical, vehicle care products, vehicle spares/assemblies, tools, implements, equipment, gauges, and other allied goods, articles and things for motor cars, trawlers, trucks, tankers, buses, motorcycles, cars, race cars, defense vehicles, ambulances, tempos, tractors, vans, jeeps, scooters, mopeds, three wheelers and other light and heavy vehicles.
  - \* c) To carry on the business to own, lease, manage, run, establish, install and build workshops, garages, service centers, vehicle care/fitness centers, repair centers, passengers terminals to service, handle, finish, improve, clean, renovate, refurbish, repair all types of the motor cars, trucks, tankers, tractors, buses, motorcycles, tempos, vans, jeeps, scooters, mopeds, three wheelers and other vehicles and provide to passengers, travelers, drivers, driver assistants with recreation services, rest rooms, convenience services, and catering/restaurant services.
  - \* d) To manufacture, produce, prepare, import and export, buy and sell cartridges, bullets, flares, signalers, grenades, ammunition and allied products, training systems and devices/equipment, simulators, propellants, rockets, missiles, artillery systems, projectiles, ordnance supplies, space capsules, guidance systems, safety devices/equipment or parts or components, assemblies, sub-assemblies and repair, maintenance thereof
- § (B) **Matters which are necessary for the furtherance of the objects specified in Clause III(A) are:**
- (1) To negotiate, enter into agreements and contracts with foreign companies, firms and individuals for technical assistance, know-how and collaboration in the manufacturing, marketing, importing and exporting of raw materials and any or all of the aforesaid products.
  - (2) To apply for and to obtain assistance from Government and other organizations, companies, firms or individuals, national or international, for developing all or the business or businesses of the Company
  - (3) To carry on (either in connection with the aforesaid businesses or as distinct and separate businesses) the businesses of manufacturers, mechanical engineers, iron foundries, manufacture of agricultural implements and other machinery, fitters, tool makers, brass foundries, metal makers, boiler makers, millwrights, machinists, iron and steel converters, smiths, wire drawers, tube makers, metallurgists, saddlers, galvanisers, annealers, painters, electrical engineers, water supply engineers, gas makers, packing case makers, dealers in steel frames, farmers, printers, carriers, automobile consultants, elector-platers, wood workers, builders, tool makers, pattern makers, and chemical manufactures.
  - (4) To carry on (either in connection, with the aforesaid businesses or as distinct and separate businesses) the business of manufactures of chemicals, fibers, plastics, distillate, precipitates, or any articles or things in the manufacture of which timber or wood is used.
  - (5) To enter into any arrangements with any Government of authorities, municipal, local or otherwise or any persons or company in India or abroad that may seem conducive to the company's objects or any of them and to obtain from any such Government authority, persons or company any rights, privileges, charters, contracts, licenses and concessions including in particular rights in respects of waters, waterways, roads and highways, which the company may think it desirable, and to carry out, exercise, and comply therewith.
  - (6) To transact and carry on (either in connection with the aforesaid businesses or as distinct and separate businesses) all kinds of agency, business.

\* *Inserted by Special Resolution passed on 27.8.2001*

§ *Clause III(B) aligned with the Companies Act, 2013, vide Special Resolution dated 12.11.2025 passed through Postal Ballot (considering the Postal Ballot e-voting period end date)*



- (7) To carry on (either in connection with the aforesaid businesses or as distinct and separate businesses) any of the following businesses, that is to say, of general carriers, forwarding agents and warehousemen.
- (8) To acquire the whole or any part of the undertaking and assets of any business within the objects of the company and any lands, privileges, rights, contracts, property or effects held or used in connection therewith and upon any such purchase to undertake the liabilities of any company, association, partnership or person.
- (9) To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and to do all or part of the above things in any part of the world and either as principals, agents, trustees, contractors, or otherwise and either alone or jointly with others, and either by or through agents, managing agents, sub-contractors, trustees or otherwise.
- (10) To amalgamate, enter into partnership, or into any arrangement for sharing profits, union of interests, co-operation, joint adventures, or reciprocal concessions, or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the company is authorized to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit the company.
- (11) To apply for, purchase, or otherwise acquire, protect and renew in any part of the world, any patents, patent rights, brevets d'invention, licenses, concessions and the like, conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company, or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop, or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
- (12) To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company or for any other purpose which may seem directly or indirectly calculated to benefit the company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company.
- (13) Generally to purchase, take on lease or in exchange, hire, or otherwise acquire, any real and personal property and any rights or privileges which the company may think necessary or convenient for the purposes of its business or which may enhance the value of any other property of the company and in particular any land, buildings, easements, machinery, plant vehicles and stock-in-trade.
- (14) To build, construct, alter, maintain, enlarge, pull down, remove or replace, and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, water-courses, wharves, electric works and other works and conveniences, which may seem calculated directly or indirectly to advance the interests of the Company and to join with any other person or Company in doing any of these things.
- (15) To invest and deal with the monies of the company not immediately required in any manner and in particular to accumulate funds or to acquire or take by subscription, purchase or otherwise howsoever or to hold shares or stock in or the security of any company, association or undertaking in India or abroad.
- (16) To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the company, and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies and generally to give guarantees ad indemnities.
- (17) To receive money on deposit or loan and borrow or raise money in such manner as the company shall think fit, and in particular by the issue of debentures, (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future), including its uncalled capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the company or any other person or company or any obligation undertaken by the company or any other person or company as the case may be.
- (18) To pay for any business, property or rights acquired or agreed to be acquired by the company and generally to specify any obligation of the company by the issue or transfer of shares of this or any other company credited as fully or partly paid-up or of debentures or other securities of this or any other company.

- (19) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments, but not to do banking business as defined in the Banking Companies Act, 1949.
- (20) To pay for any rights or property acquired by the company and to remunerate any person or company whether by cash payment or by the allotment of shares, debentures or other securities of the company credited as paid-up in full or in part or otherwise.
- (21) To pay out of the funds of the company all expenses which the company may lawfully pay with respect to the formation and registration of the company or the issue of its capital, including brokerage and commission for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures, or other securities of the company.
- (22) To sell, lease, mortgage or otherwise dispose of the property, assets, or undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, stock, debentures, or other securities of any other Company whether or not having objects altogether or in part similar to those of the Company.
- (23) To distribute among the members in specie any property of the Company or any proceeds of the sale or disposals of any property of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (24) To improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with, all or any part of the property and rights of the Company.
- (25) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company, or who are or were at any time Directors or Officers of the Company or of any such other Company as aforesaid, and the wives, widows, families and dependents of any such persons, and also establish and subsidise and subscribe to any institutions, including in particular, any cafeterias, canteens, or clubs, for funds calculated to be for the benefit of or to advance the interests and will being of the Company or of any such other company as aforesaid and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
- (26) To subscribe or contribute or otherwise assist or to grant money to charitable, benevolent, religious, scientific, national, public, political, or any other useful institutions, objects or purposes or for any exhibition.
- (27) To procure the Company to be registered or recognised in any part of the world outside India.
- (28) To create any depreciation fund, reserve fund, sinking fund or any other special fund whether for depreciation or for preparing, improving extending or maintaining any of the properties of the Company or for any other purpose conducive to the interests of the Company.
- (29) Subject to the provisions to the Act, to place to reserve or to distribute as bonus among the members or otherwise to apply, as the Company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at a premium by the Company, and any moneys received in respect of dividends accrued on forfeited shares or from unclaimed dividends
- (30) To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental work-shops for scientific and technical research and experiments; to undertake and carry on scientific and technical researches, experiments and tests of all kinds; to promote studies and researches, both scientific and technical, investigations and inventions by providing, subsidising, endowing or assisting laboratories, work-shops, libraries, lectures, meetings and conferences and by providing or contributing to the award of scholarships, prizes, grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests, and inventions of any kind that may be considered likely to assist any business which the Company is authorised to carry on.
- (31) To take part in the management, supervision or control of the business or operations of any Company or undertaking and for that purpose to appoint and remunerate any Directors, accountants, or other experts, or agents, and to act as managing agents or agents or secretaries and treasurers of any such company or undertaking.

- (32) To undertake and execute any trusts, the undertaking whereof may seem desirable and whether gratuitously or otherwise.
- (33) Subject to the provisions of the Company Act, 1956, or any other enactment in force, to indemnify and keep indemnified members, officers, directors, agents and servants of the Company against proceedings, costs damages, claims and demands in respect of anything done or ordered to be done by them for any in the interests of the Company and for any loss, damage, or misfortune whatever and which shall happen in execution of the duties of their office or in relation thereto.
- (34) To apply for, promote and obtain any Act of Parliament, charter, privilege, concession, licenses or authorisation of any government, state or municipality, provisional order or licence of any authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem calculated directly or indirectly to prejudice the interests of the Company.
- (35) To agree to refer to arbitration and refer to arbitration disputes present or future between the Company and any other Company, firm or individual and to submit the same to arbitration to an arbitrator in India or abroad and either in accordance with Indian or any other foreign system of law.
- @@ (36) To produce, import, export, buy and sell biotech products and services and to do research in the development of new biotech products and services
- To collect and collate information on plant based drugs and drug formulations, including those used in various indigenous systems of medicines and to standardize, test, validate and manufacture such drugs and drug formulations.
- To enter into agreements with Indian and foreign firms, organisations and individuals for contract research and for technical assistance know how. and collaboration for the manufacturing, marketing importing and exporting of biotech products and services.
- \* (37) To acquire by lease, grant or otherwise any concessions of any lands, rights or privileges from any Government or other authority or otherwise for raising and working petroleum oil and any other liquid or solid hydrocarbons in India or elsewhere and to perform and fulfill the conditions thereof.
- \* (38) To carryon all or any of the business of manufacturers of and dealers in organic and inorganic chemicals, petrochemicals, fertilizers, manure's, pesticides, calcium carbide, ethyl alcohol, coal tar, hygienic medicines, ointments, essence, acids, toilets requisites, soaps, detergents, cosmetics, perfumes, dyes, paints, colours, pigments, varnishes, inks fuels oils, grease, lubricants, vegetable oils and other specialty oils and chemicals and additives.
- (39) To do all or any of the above things in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise, either alone or in conjunction with others, and to do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

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@@ Inserted by Special Resolution passed on 20.9.1999

\* Inserted by Special Resolution passed on 27.8.2001

And it is hereby declared that

- (a) the word 'Company' in this clause, except where used in reference to this company shall be deemed to include any partnership or other body of persons, whether corporate or unincorporated, and whether domiciled in India or elsewhere, and
- (b) the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no case be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or in reference from the terms of any other paragraphs or the name of the Company but may be carried out in as full and ample manner and construed in as wide sense as if each of the said paragraphs defined the objects of a separate and distinct Company.

§ IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

\*V. The Share Capital of the Company shall be Rs. 46,08,55,020/- divided into 23,04,27,510 Equity Shares of Rs.2/- each, subject to the provisions of the Companies Act, 2013 with the rights privileges and conditions attaching thereto, as are provided by the Articles of Association of the Company for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company for the time being.

VI. We, the persons whose names and addresses are hereunder subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the Capital of the company set opposite our respective names.

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§ *Clause IV aligned with the Companies Act, 2013, vide Special Resolution dated 12.11.2025 passed through Postal Ballot (considering the Postal Ballot e-voting period end date)*

- ❖ *Capital increased from Rs. 30,00,000 to Rs. 50,00,000 pursuant to Ordinary Resolution passed on 28-1-1963*
- ❖ *Capital increased from Rs. 50,00,000 to Rs. 1,00,00,000 pursuant to Ordinary Resolution passed on 08-5-1967*
- ❖ *Capital increased from Rs. 1,00,00,000 to Rs. 3,00,00,000 pursuant to Ordinary Resolution passed on 16-2-1970*
- ❖ *Capital increased from Rs. 3,00,00,000 to Rs. 5,00,00,000 pursuant to Ordinary Resolution passed on 09-11-1974*
- ❖ *Capital increased from Rs. 5,00,00,000 to Rs. 10,00,00,000 pursuant to Ordinary Resolution passed on 19-12-1978*
- ❖ *Capital increased from Rs. 10,00,00,000 to Rs. 15,00,00,000 pursuant to Ordinary Resolution passed on 11-9-1995*
- ❖ *Capital increased from Rs. 15,00,00,000 to Rs. 25,00,00,000 pursuant to Ordinary Resolution passed on 01-8-2005*
- ❖ *Face value of Equity Shares sub-divided into Rs.2/- each, pursuant to Special Resolution passed on 28.9.2007*
- ❖ *Capital Reduced from Rs.25,00,00,000 to Rs.15,08,55,020 pursuant to Scheme of Arrangement sanctioned on 16.04.2014*
- ❖ *Capital Increased from Rs. 15,08,55,020 to Rs. 21,08,55,020 pursuant to Scheme of Arrangement sanctioned on 27.11.2018*
- ❖ *Capital Increased from Rs. 21,08,55,020 to Rs. 46,08,55,020 pursuant to Scheme of Arrangement sanctioned on 21.03.2023*

Name of the Subscribers	Occupation addresses and descriptions of the Subscribers	Number of equity shares taken by each subscriber	Witness to Signatures
1. Mr. Ashok Desai Son of Mr. C.C. Desai  Sd. A.Desai	1, "Ratnakar" Narain Dabholkar Road, Bombay - 6.  Industrialist	One (1)	Sd. Ajay Balram  A.K.Balram C/o. Anchor, Line Limited, Neville House, Ballard Estate Bombay - 1  Business Executive
2. Mr. Itaat Hussain Son of Mr. Hafazat Hussain  Sd. I. Hussain	5, "Orion" Oomer Park, Warden Road, Bombay  Industrialist	One (1)	
3. Mrs. Lina Mayadas Wife of Mr. Karam Mayadas  Sd. L. Mayadas	"Southlands" 5 <sup>th</sup> Floor, 177 Colaba Road, Bombay - 5  Industrialist	One (1)	
4. Mr. Satinder Kumar Verma Son of Mr. M.N. Verma  Sd. S.K. Verma	7, Setalvad Road, Flat D.Gr. Floor, Jeevan Jyot, Bombay - 6  Engineer	One (1)	
5. Mr. Pratap R Saraiya Son of Mr. R.L. Gupta  Sd. P.R. Saraiya	"Ocean Viwe" B, Desai Road, Bombay - 26  Businessman	One (1)	
6. Mr. Virendra Gupta Son of Mr. R.L. Gupta  Sd. V. Gupta	Tata Institute of Fundamental Research, Appolo Per Road, Bombay - 1  Scientist	One (1)	Sd. S. Gopalakrishnan S. Gopalakrishnan C/o Indo-Swing Private Limited Fort House Dr. D.N. Road Bombay - 1  P.S. to Mr. C.C. Desai
7. Mr. Chandulal Chunilal Desai Son of Mr. Chunilal Desai  Sd. C.C. Desai	44, Friends Colony, New Delhi - 14  Industrialist	One (1)	

Dated the thirteenth day of April 1961.