

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE BOARD MEETING OF GOEL CONSTRUCTION COMPANY LIMITED (FORMERLY KNOWN AS GOEL CONSTRUCTION COMPANY PRIVATE LIMITED) HELD ON WEDNESDAY 05TH MARCH, 2025 AT 06:00 P.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 230, CITY CENTRE, S.C. ROAD, JAIPUR-302001, RAJASTHAN, INDIA.

1.BONUS ISSUE OF EQUITY SHARES:

“RESOLVED THAT subject to the approval of the members of the Company and pursuant to Sections 63, 123(5) and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014) (including any statutory modifications or re-enactment thereof, for the time being in force) (collectively referred to as the “Companies Act”) and in accordance with the articles of association of the Company, the consent of the Board of the Company be and is hereby given for capitalization of amount of Rs. 10,33,20,000/- (Rupees Ten Crore Thirty-Three Lacs Twenty Thousand Only) out of the free reserves of the Company, be capitalized for issue and allotment of 1,03,32,000 (One Crore Three Lacs Thirty-Two Thousand Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each as Bonus Equity Share in the proportion of 10 (Ten) Bonus Equity Shares of Rs. 10/- (Rupees Ten only) each, for every 1 (One) existing fully paid-up equity share of Rs. 10/- (Rupees Ten Only) each to the existing shareholders of the company whose name is appearing on the Register of Members maintained by the Company/ Depository as on the “Record Date” i.e. Monday, March 10, 2025 and the Bonus Shares so distributed shall for all purpose be treated as an increase in the paid-up share capital of the Company held by each such member.”

RESOLVED FURTHER THAT the Bonus Equity Shares so issued shall be treated for all purposes as an increase in the nominal amount in the share capital of the Company held by each such member and not as an income or distribution in lieu of dividend and the Bonus Equity Shares so issued shall rank pari-passu in all respects with the existing Equity Shares.

RESOLVED FURTHER THAT the Bonus Equity Shares shall be subject to the provisions of the memorandum of association and articles of association of the Company and shall in all respects rank pari-passu with the existing fully paid-up equity shares of ₹10 each of the Company and shall be entitled to any dividends declared after the allotment of the new bonus equity shares.

RESOLVED FURTHER THAT, the Bonus Equity Shares shall be credited to the respective beneficiary accounts of the members of the Company.

RESOLVED FURTHER THAT, Mr. Purushottam Dass Goel, Chairman cum Managing Director and Mr. Arun Kumar Goel, Whole-Time Director, be and are hereby severally authorised to take all the necessary steps for giving effect to the foregoing resolution, including issue corporate action form to the depositories, issue allotment letters, if required, file necessary forms with the regulatory authorities in accordance with the applicable provisions of the Companies Act, to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing and do all such acts, deeds, matters and thing as deem necessary, proper or desirable in relation to the foregoing.

RESOLVED FURTHER THAT a copy of the above resolution certified to be true by any Director or the Company Secretary of the Company, be forwarded to concerned authorities for necessary action."

2.APPOINTMENT OF MR. CHAMAN LAL DIN (10811352) AS AN ADDITIONAL DIRECTOR (INDEPENDENT) OF THE COMPANY:

"RESOLVED THAT pursuant to provisions of Section 149,150,152 read with Schedule IV and section 161(1) of Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provision, sections, rules of the Companies Act, 2013, (Including any statutory modifications or re-enactment thereof for the time being in force) consent of Board of Directors be and is hereby accorded to appoint Mr. Chaman Lal (DIN: 10811352) as an Additional Independent Director on the Board of the Company at sitting fee of Rs. 15,000 per meeting and on the term and conditions as decided by the board for a term of 3 (Three) years with effect from 5th March, 2024 and whose office shall not be liable to retire by rotation."

RESOLVED FURTHER THAT any of the Director(s) of the Company be and is hereby authorized to sign and submit necessary e-form to intimate the said appointment and to perform all such acts, deeds and things as may be required to give effect to the above resolution."

3.APPOINTMENT OF MRS. SONI GOEL [DIN: 10894599] AS AN ADDITIONAL NON-EXECUTIVE DIRECTOR OF THE COMPANY:

"RESOLVED THAT pursuant to the provisions of section 161 (1) of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable provisions, if any (including any statutory modifications, re-enactment thereof for the time being in force), consent of Board of Directors be and is hereby accorded for the appointment of Mrs. Soni Goel (DIN: 10894599) as an Additional Non-Executive Director on the Board of the Company with immediate effect to hold office up to the conclusion of next General Meeting and shall be liable to retire by rotation, at sitting fee of Rs. 15,000 per meeting subject to the approval of shareholders in the General Meeting.

RESOLVED FURTHER THAT any of the Director(s) of the Company be and is hereby authorized to perform all such acts, deeds and things as may be required to give effect to the said resolution."

4. RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFERING:

"RESOLVED THAT, subject to approval of the members of the Company and pursuant to the provisions of Sections 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) ("Companies Act"), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the rules made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign

Exchange Management (Non-debt Instruments) Rules, 2019, as amended and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by Government of India ("GoI"), Securities Exchange Board of India ("SEBI") or Reserve Bank of India ("RBI"), Department for Promotion of Industry and Internal Trade ("DPIIT") and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the "Applicable Laws"), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreements to be entered into between the Company and the respective stock exchange where the Equity Shares are proposed to be listed ("the Stock Exchange"), and subject to any approvals from the GoI, the Registrar of Companies, Jaipur ("RoC"), SEBI, RBI, the Department of Economic Affairs, Ministry of Finance, Government of India ("DEA"), Ministry of Commerce and Industry, Government of India, DPIIT and all other appropriate statutory authorities and departments (the "Regulatory Authorities"), and such other approvals, consents, waivers, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include a duly authorized committee thereof for the time being to exercise the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the Board be and is hereby accorded to create, issue, allot and/or transfer such number of equity shares of face value of ₹10 each of the Company (the "Equity Shares") for an aggregate amount not exceeding Rs. 120 Crores, by issuance of equity shares of the face value of ₹ 10/- each including offer for sale by existing shareholders if any, to be offered at par or at premium in accordance with the provisions of SEBI ICDR Regulations comprising of a fresh issue of Equity Shares, at a price to be determined in consultation with Book Running Lead Manager appointed in respect of the Offer ("BRLM"), by fixed price method or the Book Built price process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLM in accordance with the SEBI ICDR Regulations, out of the authorized share capital of the Company to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may, decide, including anchor investors, if any, and qualified institutional buyers as defined under Regulation 2 (1)(ss) of the SEBI ICDR Regulations, one or more of the members of the Company, eligible employees (through reservation or otherwise), Hindu Undivided Families, Foreign Portfolio Investors as defined under the SEBI (Foreign Portfolio Investors) Regulations, 2019, Indian and/ or multilateral and bilateral financial institutions, Venture Capital Funds, Alternative Investment Funds, Non-Resident Indians, State Industrial Development Corporations, Insurance Companies, Provident Funds, Pension Funds, National Investment Fund, Insurance Funds set up by army, navy, or air force of the Union of India, Insurance Funds set up and managed by the Department of Posts, India, Trusts registered under Indian Trusts Act, 1882 and Societies registered under the Societies Registration Act, 1860, Development Financial Institutions, Systemically Important Non-banking Financial Companies, Indian Mutual Funds, Members of Group Companies, Indian Public, Bodies Corporate, Companies (private or public) or other entities (whether incorporated or not), Authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws (collectively referred to as the "Investors") by way of the Offer in consultation with the BRLM and/or underwriters and/or the stabilizing agent pursuant to a green shoe option and/or other

GOEL CONSTRUCTION COMPANY LIMITED

(FORMERLY KNOWN AS GOEL CONSTRUCTION CO. PVT. LTD.)

CIN NO: U45201RJ1997PLC013937 | REGD. OFFICE: 230, CITY CENTRE, S. C. ROAD, JAIPUR – 302001
0141-2365121, 2368592 | CONTACT@GOELCONSTRUCTION.CO.IN | WWW.GOELCONSTRUCTION.CO.IN

advisors or such persons appointed for the Offer and on such terms and conditions as may be finalised by the Board in consultation with the BRLM through an Offer document, prospectus and/or an issuing memorandum, as may be required, and the decision to determine the category or categories of investors to whom the Issue / transfer shall be made to the exclusion of all other categories of investors at the time of such Issue and allotment of Equity Shares considering the prevailing market conditions and other relevant factors wherever necessary and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLM, underwriters and/or stabilizing agent and/or other advisors as may be appointed for the Offer on such terms as may be deemed appropriate by the Board, and that the Board in consultation with the BRLM may finalise all matters incidental thereto as it may in its absolute discretion thinks fit. Further, in consultation with the designated stock exchange an oversubscription, to the extent of 1% of the Offer may be made for the purpose of making allotment in minimum lots, while finalizing the basis of allotment.

RESOLVED FURTHER THAT subject to approval of the members of the Company, the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Laws, including without limitation, eligible employees (the "Reservation") or to provide a discount to the Offer price to retail individual bidders or eligible employees (the "Discount"); and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 62(1)(c), 42 and any other applicable provisions, if any, of the Companies Act, 2013, including the rules framed there under, relevant provisions of the Companies Act 2013 and subject to such further corporate and other approvals as may be required, the Board or the any Committee formed by Company be and is hereby in principally authorized, on behalf of the Company, to allot such number of equity shares as may be decided by it, to certain investors prior to the filing of the Red Herring Prospectus with SEBI ("Pre-IPO Placement"), at such price as the Board may, in consultation with the BRLM, determine in light of the then prevailing market conditions in accordance with the Companies Act 2013 the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines, and do all such other acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion deem fit and including without limitation, negotiate, finalize and execute any document or agreement, including without limitation any Private Placement offer letters, placement agreement, term sheet and such other documents or any amendments or supplements thereto and to open any bank account for the purpose if required, and to open any shares or securities account or escrow or custodian accounts as may be required in connection therewith and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Pre-IPO Placement or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing. In the event of the consummation of the Pre-IPO Placement, the size of the IPO would be reduced to the extent of equity shares issued under the Pre-IPO Placement.

RESOLVED FURTHER THAT the Board be and is hereby authorized to invite the existing shareholders of the Company to participate in the IPO by making an Offer for Sale ("OFS") in relation to such number of Equity Shares held by them, and which are eligible for offer for sale in accordance with the SEBI ICDR Regulations, as the Board may determine.

RESOLVED FURTHER THAT subject to approval of the members of the Company, the Equity Shares issued or transferred pursuant to the Offer along with the existing shares held by the current members shall be listed on one or more recognized stock exchange in India.

RESOLVED FURTHER THAT subject to approval of the members of the Company, for the purpose of giving effect to the Offer, the Board or any committee constituted in this respect, be and is hereby authorized to allot Equity Shares and finalise other matters in connection with or incidental to the Offer, including determining any anchor investor portion and allocate such number of Equity Shares to the anchor investor in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT all monies received out of the Offer shall be transferred to a separate bank account referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Offer shall be refunded/ unblocked within such time, as specified by SEBI and in accordance with applicable law, or the Company shall pay interest on failure thereof, as per applicable law.

RESOLVED FURTHER THAT subject to approval of the members of the Company, for the purpose of giving effect to the above resolutions and any Offer/ transfer of Equity Shares pursuant to the Offer, the Board and any other committee thereof, in consultation with the BRLM, be and is hereby authorized to determine the terms of the Offer including the class of investors to whom the Equity Shares are to be Issued / transferred, the number of Equity Shares to be Issued / transferred in each tranche, Offer price, premium amount, discount on Offer price to reserved categories (as allowed under Applicable Laws), listing on one or more Stock Exchange in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents, agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLM, underwriters, escrow agents, legal advisor, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the Issue / transfer of the Equity Shares and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such Committee thereof as the Board may constitute on its behalf.

RESOLVED FURTHER THAT subject to approval of the members of the Company and compliance with Applicable Laws such Equity Shares as are not subscribed may be disposed of by the Board in consultation with the BRLM to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including issuing or placing

them with banks/financial institutions/investment institutions/mutual funds /bodies corporate/such other persons or otherwise.

RESOLVED FURTHER THAT subject to approval of the members of the Company, in connection with any of the foregoing resolutions, the members of the Board, including any committee of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally or jointly authorized to execute and deliver any and all documents, papers or instruments, to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director or Company Secretary, be forwarded to concerned authorities for necessary actions."

5.CHANGE OR INCREASE IN BORROWING POWERS OF THE COMPANY UNDER SECTION 180 (1)(C) OF THE COMPANIES ACT, 2013:

"RESOLVED THAT in supersession of the earlier Special Resolution passed and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 ("Act") read with applicable rules framed thereunder (including any statutory amendment, modification or re-enactment thereof, for the time in force), applicable regulations framed by Securities Exchange Board of India, applicable provisions of Foreign Exchange Management Act, 1999 read with rules or regulations framed thereunder, enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, Subject to the consent of the Members of the Company, the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any Committee, including the Finance and the Investment Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board or Committee to exercise the powers conferred on the Board by this Resolution) be and is hereby accorded to borrow any sum of money, from time to time, whether in Indian or foreign currency, in any manner including but not limited to, fund based or non-fund based assistance, term loan, guarantees, working capital facilities, overdraft facilities, lines of credit, inter corporate deposits, credit facilities, external commercial borrowings or any other form of financial assistance, from any person including but not limited to any company, individual, body corporate, banks, related parties, financial institutions or any other person, whether Indian or foreign, in any form including but not limited to by way of draw-down or issue of securities, whether in India or outside India, upon such terms & conditions as regards to interest, repayment, tenor, security or otherwise, as the Board may determine and think fit, such that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans

obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company but shall not exceed at any time a sum equivalent to INR 300 crore (Indian Rupees Three Hundred Crore Only).

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to do all such acts, deeds, matters and things, arrange, give such directions as may be deemed necessary or expedient, or settle the terms and conditions of such instrument, securities, loan, debt instrument, agreement as the case may be, on which all moneys as are borrowed, or to be borrowed, from time to time, as to interest, repayment, security, or otherwise howsoever as it may think fit, and to execute all such documents, instruments and writings as may be required to give effect to this resolution and for matters connected herewith or incidental hereto, including intimating the concerned authorities or regulatory bodies and delegating all or any of the powers conferred herein to any committee of directors or officers of the Company."

6. CREATION OF CHARGES, MORTGAGES, HYPOTHECATION ON THE IMMOVABLE AND MOVABLE PROPERTIES OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013:

"RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, Subject to the consent of the members the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any Committee, including the Finance and the Investment Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board or Committee to exercise the powers conferred on the Board by this Resolution) be and is hereby accorded to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of INR 300 crore (Indian Rupees Three Hundred Crore Only) for the Company at any time.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to do all such acts, deeds, matters and things, arrange, give such directions as may be deemed necessary or expedient, or settle the terms and conditions of such instrument, securities, loan, debt instrument, agreement as the case may be, on which all moneys as are borrowed, or to be borrowed, from time to time, as to interest, repayment, security, or otherwise howsoever as it may think fit, and to execute all such documents, instruments and writings as may be required to

give effect to this resolution and for matters connected herewith or incidental hereto, including intimating the concerned authorities or regulatory bodies and delegating all or any of the powers conferred herein to any committee of directors or officers of the Company.

7. INCREASE IN INVESTMENT LIMITS FOR NON-RESIDENT AND OVERSEAS CITIZEN OF INDIA:

“RESOLVED THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, the Companies Act, 2013, to the extent applicable, the Consolidated Foreign Direct Investment Policy Circular of 2016 ("Consolidated FDI Policy"), as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and all other applicable laws, rules, regulations, guidelines and subject to the approvals, consents and permissions of the Government of India, the Reserve Bank of India ("RBI") and any other appropriate authorities, institutions or bodies as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the concerned authorities while granting such approvals, permissions and sanctions and the like, which may be agreed to by the Board of Directors of the Company (Board which term shall include any Committee thereof which the Board may have constituted or hereafter constitute to exercise its powers including the powers conferred by this Resolution), subject to the consent of members of the Company for purchase/acquisition of Equity Share by Foreign Institutional Investors ("FIIs"), the Foreign Companies, Corporations, etc., registered with the Securities and Exchange Board of India ("SEBI"), on their own account and/or on behalf of their SEBI approved sub-accounts or Foreign Portfolio Investors (FPIs), on the recognized stock exchange or in any other manner, subject to the condition that the aggregate holding of the FIIs/FPIs shall not exceed 74% of the paid up Equity Share Capital of the Company, provided however that the shareholding of each FII, on its own account and on behalf of each of the SEBI approved sub-accounts of FPI shall not exceed such limit as are applicable or may be prescribed, from time to time, under applicable acts, laws, rules and regulation (including any statutory modification or re-enactment thereof for time being in force).”

“RESOLVED FURTHER THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, the Companies Act, 2013, to the extent applicable, the Consolidated Foreign Direct Investment Policy Circular of 2016 ("Consolidated FDI Policy"), as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and all other applicable laws, rules, regulations, guidelines and subject to the approvals, consents and permissions of the Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India ("RBI") and any other appropriate authorities, institutions or bodies as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the concerned authorities while granting such approvals, permissions and sanctions and the like, which may be agreed to by the Board of Directors of the Company, (Board which term shall include any Committee thereof

which the Board may have constituted or hereafter constitute to exercise its powers including the powers conferred by this Resolution), subject to the consent of members of the Company for purchase/ acquisition of the Equity Shares of the Company by Non-Resident Indians (NRIs) on the recognized stock exchange or in any other manner including investment under the Portfolio Investment Scheme ("PIS"), subject to the conditions that the aggregate holding of the NRIs shall not exceed 24% of the paid up equity share capital of the Company or such other limit as may be stipulated by Reserve Bank of India in each case, from time to time."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or other regulatory bodies and to represent the Company before any government authorities and delegating all or any of the power conferred herein to any Committee or Directors of the Company."

8.AUTHORISATION FOR CALLING 5th EXTRA-ORDINARY GENERAL MEETING:

"RESOLVED THAT pursuant to provisions of section 100 of the Companies Act, 2013 and other applicable provisions, if any, Secretarial Standard-2, and as per Article 42 of AOA of the Company, 5th Extra-Ordinary General Meeting of the Company be convened at Thursday, 06th March, 2025 at the registered office of the Company situated at 230, City Centre, S.C. Road, Jaipur-302001, Rajasthan, India at 11:00 A.M. to transact the special business, the notice of such Extra-Ordinary General Meeting as placed before the meeting be and is hereby approved."

"RESOLVED FURTHER THAT any of the Directors of the company be and is hereby authorized to sign and issue the notice of 5th Extra-Ordinary General Meeting to all the concerned persons as per the provisions of section 101(3) of the Companies Act, 2013 and to take all necessary steps to give effect to the above resolution."

CERTIFIED TRUE COPY
For GOEL CONSTRUCTION COMPANY LIMITED
(FORMERLY KNOWN AS GOEL CONSTRUCTION
COMPANY PRIVATE LIMITED)



Purushottam Dass Goel
(DIN: 01134075)
(Chairman cum Managing Director)
Add.: A-120, Valmiki Marg, Hanuman Nagar,
Vaishali Nagar, Jaipur -302021, Rajasthan



Date: 05.03.2025

Place: Jaipur

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE BOARD MEETING OF GOEL CONSTRUCTION COMPANY LIMITED (FORMERLY KNOWN AS GOEL CONSTRUCTION COMPANY PRIVATE LIMITED) HELD ON WEDNESDAY 05TH MARCH, 2025 AT 06:00 P.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 230, CITY CENTRE, S.C. ROAD, JAIPUR-302001, RAJASTHAN, INDIA.

9. APPOINTMENT OF SENIOR MANAGEMENT PERSONNEL:

"RESOLVED THAT pursuant to Regulation 2(1) (bbbb) and other applicable provisions of SEBI ICDR Regulations, other applicable laws, the Board takes on record that the following are the persons identified as members of senior management ("SMPs") of the Company, in relation to the Offer and for the purposes of disclosure in the Offer Documents.

Sr. No.	Name of the SMPs	Designation
1	Mr. Amit Goel	Project Head
2	Mr. Anuj Goel	Project Head
3	Mr. Ratan Kumar Goel	Project Head
4	Mr. Ashwani Goel	Project Head
5	Mr. Mohak Goel	Head of Tendering Department
6	Mr. Chinmay Goel	Head of Procurement Department
7	Mr. Pawan Patel	Head of Human Resources Department

RESOLVED FURTHER THAT the Board may make any additions or deletions to the aforementioned lists as and when required.

RESOLVED FURTHER THAT, Mr. Purushottam Dass Goel, Chairman cum Managing Director and Mr. Arun Kumar Goel, Whole-Time Director be and are hereby severally authorised to file necessary forms with the Registrar of Companies, Jaipur at Rajasthan and do all the acts, deeds and things to give effect to the above resolution.

RESOLVED FURTHER THAT, certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary of the Company wherever required."

**CERTIFIED TRUE COPY
For GOEL CONSTRUCTION COMPANY LIMITED
(FORMERLY KNOWN AS GOEL CONSTRUCTION
COMPANY PRIVATE LIMITED)**



**Purushottam Dass Goel
(DIN: 01134075)
(Chairman cum Managing Director)
Add.: A-120, Valmiki Marg, Hanuman Nagar,
Vaishali Nagar, Jaipur -302021, Rajasthan**



Date: 05.03.2025

Place: Jaipur

GOEL CONSTRUCTION COMPANY LIMITED
(FORMERLY KNOWN AS GOEL CONSTRUCTION CO. PVT. LTD.)

**CIN NO: U45201RJ1997PLC013937 | REGD. OFFICE: 230, CITY CENTRE, S. C. ROAD, JAIPUR – 302001
0141-2365121, 2368592 | CONTACT@GOELCONSTRUCTION.CO.IN | WWW.GOELCONSTRUCTION.CO.IN**