

CERTIFIED TRUE COPY OF THE ORDINARY RESOLUTION PASSED AT THE 5TH EXTRA-ORDINARY GENERAL MEETING OF MEMBERS OF GOEL CONSTRUCTION COMPANY LIMITED (FORMERLY KNOWN AS GOEL CONSTRUCTION COMPANY PRIVATE LIMITED) HELD ON THURSDAY 06TH DAY OF MARCH, 2025 AT 11:00 A.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 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 and on recommendation of Board, the approval of the Members 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 as fixed by the Board of Directors 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."

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**

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

Explanatory Statement as per section 102 of Companies Act, 2013:

1. Bonus Issue of Equity Shares:

The Board of Directors at its meeting held on Wednesday, March 05, 2025, subject to approval of the members of the Company, approved and recommended issue of bonus equity shares in ratio of 10:1 i.e. 10 (Ten) new 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 in register of members as on record date being Monday, March 10, 2025. This bonus allotment will rationalize the paid-up capital of the company with the funds employed in the company. The fully paid-up Bonus Shares shall be distributed to the Members of your Company, whose names appear on the Register of Members maintained by the Company/ List of Beneficial Owners as received from the Depositories on the Record Date i.e. Monday, March 10, 2025 as fixed by the Board of Directors.

The Company will issue 1,03,32,000 (One Crore Three Lacs Thirty-Two Thousand Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each as Bonus Equity Shares aggregating to Rs. 10,33,20,000/- (Rupees Ten Crore Thirty-Three Lacs Twenty Thousand Only) to existing shareholders of company by capitalizing outstanding balance in Free Reserves of Company.

Paid up equity share capital of company after bonus issue will be Rs. 11,36,52,000 (Rupees Eleven Crore Thirty-Six Lacs Fifty-Two Thousand Only) divided into 1,13,65,200 (One Crore Thirteen Lacs Sixty-Five Thousand Two Hundred Only) equity shares of Rs.10 (Rupees Ten Only) Each.

As per the provisions of Section 63, 123(5) and other applicable provisions, if any of the Companies Act, 2013, approval of the shareholders is required for issuance of Bonus Shares to the members of the Company by way of passing Ordinary Resolution.

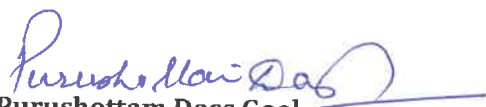
The Board recommends the matter and the resolution for the approval of the Members by way of passing Ordinary Resolution.

Further, the following shall be taken note of:

- a) the Company has not defaulted in respect of the payment of statutory dues of the employees, such as, contribution to provident fund, gratuity and bonus;
- b) any of the promoters or directors of the Company [is / are] not a fugitive economic offender.

None of the directors or key managerial personnel of the Company or their relatives (as defined in the Companies Act, 2013) are interested in the proposed resolution, except in the ordinary course of business.

For GOEL CONSTRUCTION COMPANY LIMITED
(Formerly known as GOEL CONSTRUCTION COMPANY
PRIVATE LIMITED)



Purushottam Dass Goel

(DIN: 01134075)

(Chairman cum Managing Director)

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2. APPOINTMENT OF MR. MAHESH CHANDRA (DIN:00062259) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 152, and any other applicable provisions of the Companies Act, 2013 (the Act) and the rules made there under read with Schedule IV of the Act, on the recommendation of the Board of Directors, Mr. Mahesh Chandra (DIN: 00062259) who was appointed as an Additional Independent Director with effect from 16th December, 2024 by the Board of Directors of the Company, in terms of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who has submitted a declaration that she meets the criteria of Independence under Section 149(6) of the Act, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Mahesh Chandra for the office of the Director, be and is hereby appointed as an Independent Director of the Company. to hold office for a term of upto Three (3) consecutive years w.e.f. 16th December, 2024 and on the terms and conditions including payment of Sitting Fees of Rs. 15,000 per meeting and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Director(s) of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution."

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For GOEL CONSTRUCTION COMPANY LIMITED
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PRIVATE LIMITED)


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



Explanatory Statement as per section 102 of Companies Act, 2013:

2.Appointment of Mr. Mahesh Chandra (DIN: 00062259) as an Independent Director of the Company:

The Board of Directors appointed Mr. Mahesh Chandra (DIN: 00062259) as an Additional Independent Director of the Company w.e.f. 16th December, 2024. The Board of Directors of the Company has recommended his appointment as a Independent Director of the Company for a term of three Consecutive year till 16th December, 2027 on the terms and conditions including payment of Sitting Fees of Rs. 15,000 per meeting and whose office shall not be liable to retire by rotation.

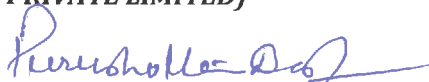
As per Section 161 of the act, Mr. Mahesh Chandra (DIN: 00062259) holds office up to the date of the ensuing General Meeting or the last day on which the Annual General Meeting should have been held whichever is earlier. The company has received the requisite notice in writing under Section 160 of the act from a member proposing his candidature as an Independent Director not liable to retire by rotation. Mr. Mahesh Chandra (DIN: 00062259) has consented to the proposed appointment and declared qualified.

Mr. Mahesh Chandra possesses the requisite knowledge, experience and skill for the position of the Independent Director. Further, Mr. Mahesh Chandra is not related to any of the Directors of the Company.

The Board recommends the Resolution as set out in Item No. 2 of the notice for the approval of members by way of Ordinary Resolution.

No Director, KMP or their relatives, except Mr. Mahesh Chandra is directly or indirectly concerned or interested in the above resolution

For GOEL CONSTRUCTION COMPANY LIMITED
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Purushottam Dass Goel
(DIN: 01134075)
(Chairman cum Managing Director)
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3. APPOINTMENT OF MS. SAKSHI AGARWAL (DIN:10811317) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 152, and any other applicable provisions of the Companies Act, 2013 (the Act) and the rules made there under read with Schedule IV of the Act, on the recommendation of the Board of Directors, Ms. Sakshi Agarwal (DIN: 10811317) who was appointed as an Additional Independent Director with effect from 16th December, 2024 by the Board of Directors of the Company, in terms of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who has submitted a declaration that she meets the criteria of Independence under Section 149(6) of the Act, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, signifying her intention to propose the candidature of Ms. Sakshi Agarwal for the office of the Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of upto Three (3) consecutive years w.e.f. 16th December, 2024 and on the terms and conditions including payment of Sitting Fees of Rs. 15,000 per meeting and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Director(s) of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution."

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



Explanatory Statement as per section 102 of Companies Act, 2013:

3.Appointment of Ms. Sakshi Agarwal (DIN: 10811317) as an Independent Director of the Company

The Board of Directors appointed Ms. Sakshi Agarwal (DIN: 10811317) as an Additional Independent Director of the Company w.e.f. 16th December, 2024. The Board of Directors of the Company has recommended her appointment as a Director (Non-Executive and Independent) of the Company for a term of three Consecutive year till 16th December, 2027 on the terms and conditions including payment of Sitting Fees of Rs. 15,000 per meeting and whose office shall not be liable to retire by rotation.

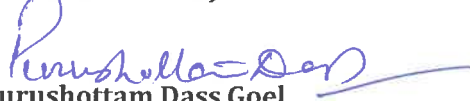
As per Section 161 of the act, Ms. Sakshi Agarwal (DIN: 10811317) holds office up to the date of the ensuing General Meeting or the last day on which the Annual General Meeting should have been held whichever is earlier. The company has received the requisite notice in writing under Section 160 of the act from a member proposing his candidature as an Independent Director not liable to retire by rotation. Ms. Sakshi Agarwal (DIN: 10811317) has consented to the proposed appointment and declared qualified.

Ms. Sakshi Agarwal possesses the requisite knowledge, experience and skill for the position of the Independent Director. Further, Ms. Sakshi Agarwal is not related to any of the Directors of the Company.

The Board recommends the Resolution as set out in Item No. 3 of the notice for the approval of members by way of Ordinary Resolution.

No Director, KMP or their relatives, except Ms. Sakshi Agarwal is directly or indirectly concerned or interested in the above resolution.

For GOEL CONSTRUCTION COMPANY LIMITED
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Purushottam Dass Goel
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4. APPOINTMENT OF MR. CHAMAN LAL (DIN: 10811352) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

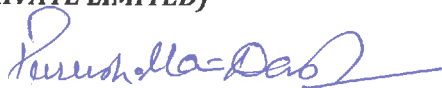
"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 152, and any other applicable provisions of the Companies Act, 2013 (the Act) and the rules made there under read with Schedule IV of the Act, on the recommendation of the Board of Directors, Mr. Chaman Lal (DIN: 10811352) who was appointed as an Additional Independent Director with effect from 05th March, 2025 by the Board of Directors of the Company, in terms of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Chaman Lal for the office of the Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term upto Three (3) consecutive years w.e.f. 05th March 2025 and on the terms and conditions including payment of Sitting Fees of Rs. 15,000 per meeting 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."

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For GOEL CONSTRUCTION COMPANY LIMITED

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Purushottam Dass Goel

(DIN: 01134075)

(Chairman cum Managing Director)

**Add.: A-120, Valmiki Marg, Hanuman Nagar,
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Explanatory Statement as per section 102 of Companies Act, 2013:

4. Appointment of Mr. Chaman Lal (DIN -10811352) As an Independent Director of the Company:

The Board of Directors appointed Mr. Chaman Lal (DIN: 10811352) as an Additional Independent Director of the Company w.e.f. 05th March, 2025. The Board of Directors of the Company has recommended her appointment as a Independent Director of the Company for a term of three Consecutive year till 05th March, 2028 on the terms and conditions including payment of Sitting Fees as of Rs. 15,000 per meeting and whose office shall not be liable to retire by rotation.

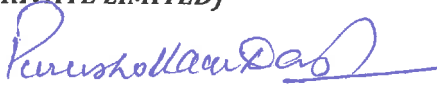
As per Section 161 of the act, Mr. Chaman Lal (DIN: 10811352) holds office up to the date of the ensuing General Meeting or the last day on which the Annual General Meeting should have been held whichever is earlier. The company has received the requisite notice in writing under Section 160 of the act from a member proposing his candidature as an Independent Director not liable to retire by rotation. Mr. Chaman Lal (DIN: 10811352) has consented to the proposed appointment and declared qualified.

Mr. Chaman Lal possesses the requisite knowledge, experience and skill for the position of the Independent Director. Further, Mr. Chaman Lal is not related to any of the Directors of the Company.

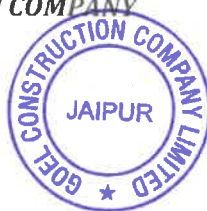
The Board recommends the Resolution as set out in Item No. 4 of the notice for the approval of members by way of Ordinary Resolution.

No Director, KMP or their relatives, except Mr. Chaman Lal is directly or indirectly concerned or interested in the above resolution

For GOEL CONSTRUCTION COMPANY LIMITED
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Purushottam Dass Goel
(DIN: 01134075)
(Chairman cum Managing Director)
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5. APPOINTMENT OF MRS. SONI GOEL [DIN: 10894599] AS AN NON-EXECUTIVE DIRECTOR OF THE COMPANY:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, The Companies (Appointment and Qualifications of Directors) Rules 2014 including modifications or re-enactment thereof, for time being in force on the recommendation of the Board of Directors, Mrs. Soni Goel (DIN: 10894599) who was appointed as an Additional Non-Executive Director with effect from 05th March, 2025 by the Board of Directors of the Company, and who in terms of Section 161 of the Companies Act, 2013, with the consent of members be and is hereby appointed as an Non-Executive Director on the Board of Directors of the Company with effect from 05th March, 2025 and whose term of office shall be liable to retire by rotation, at a sitting fee of Rs. 15,000 per 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."

**CERTIFIED TRUE COPY
For GOEL CONSTRUCTION COMPANY LIMITED
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PRIVATE LIMITED)**



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

Explanatory Statement as per section 102 of Companies Act, 2013:

5.Appointment of Mrs. Soni Goel [DIN: 10894599] as a Non-Executive Director of The Company:

Your Board proposed, at the Board Meeting held on 05th March, 2025 to appoint Mrs. Soni Goel (DIN: 10894599) as an Additional Non-Executive Director on the Board of the Company. The Board of Directors of the Company has recommended her appointment as a Non-Executive Director w.e.f 05th March, 2025

Company has received following declarations from the Director proposed to be appointed:

1. Consent in form DIR-2 for being appointed as a Director pursuant to Section 152 of the Companies Act, 2013;
2. Confirmation of non-disqualification in form DIR-8 for being appointed as a Director pursuant to Section 164 of the Companies Act, 2013;
3. Notice of Disclosure of Interest by Director, in form MBP-1, pursuant to Section 184(1) of the Companies Act, 2013.

The Board is of the view that the knowledge and experience of Mrs. Soni Goel (DIN: 10894599) will be of immense benefit to the Company and therefore, recommends her appointment as the Director of the Company to the members.

The Board recommends the Resolution as set out in Item No. 5 for the approval of members by way of Ordinary Resolution.

**For GOEL CONSTRUCTION COMPANY LIMITED
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Purushottam Dass Goel
(DIN: 01134075)
(Chairman cum Managing Director)
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6. RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFERING:

"RESOLVED THAT 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, DPIIT, the Insurance Regulatory and Development Authority of India and all other appropriate statutory authorities and departments (the "Regulatory Authorities"), and such other approvals, consents, waivers, permissions and sanctions, the consent, approval, authority and sanction of the members be and is hereby granted 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 the Book Running Lead Manager appointed in respect of the Offer ("BRLM"), by the fixed 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 a 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 Issue in consultation with the BRLM and/or underwriters and/or the stabilizing agent pursuant to a green shoe option and/or other 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 offering memorandum, as 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 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 Law, 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

GOEL CONSTRUCTION COMPANY LIMITED

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

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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 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 for the purpose of giving effect to the Offer, the Board 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 and/or the selling members shall pay interest on failure thereof, as per applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any Issue / 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 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 offering or placing them with banks/financial institutions/investment institutions/mutual funds /bodies corporate/such other persons or otherwise.

RESOLVED FURTHER THAT 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."

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**

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Explanatory Statement as per section 102 of Companies Act, 2013:

6. Raising Of Capital through an Initial Public Offering:

The Company proposes to create, issue, allot and/or transfer equity shares of the Company of face value of ₹ 10 (the "Equity Shares") each up to an aggregate of ₹ 120 Crores (Rupees One Hundred and Twenty Crores), on such terms, in such manner, at such time and at such price or prices and as may be discovered in accordance with Applicable Laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), to various categories of investors including qualified institutional investors, retail individual investors, non-institutional investors, non-resident Indians, registered foreign portfolio investors and/ or eligible employees, as permitted under the SEBI ICDR Regulations and other applicable laws. The Equity Shares allotted shall rank in all respects pari-passu with the existing Equity Shares.

The proposed offering ("Offer") shall include a fresh issue of the Equity Shares by the Company and offer for sale by existing shareholders of the Company, if any.

Material information pertaining to the Offer is as follows:

(i) Offer Price:

The price at which the Equity Shares will be allotted through the Offer, as well as the price band within which bidders in the Offer will be able to put in bids for Equity Shares offered in the Offer shall be determined and finalized by the Company in consultation with the BRLM in accordance with the SEBI ICDR Regulations, on the basis of the fixed price process.

(ii) Objects of the Offer:

The objects of the Offer shall be disclosed in the Draft Red Herring Prospectus to be filed with Designated Stock Exchange as decided by the Board in consultation with BRLM, in connection with the Offer.

(iii) Intention of Directors/Key managerial personnel to subscribe to the Offer:

The Company will not make an issue of Equity Shares to any directors or key managerial personnel. However, the directors or the key managerial personnel may apply for the Equity Shares in the various categories under the Issue in accordance with the SEBI ICDR Regulations.

(iv) Whether a change in control is intended or expected:

No change in control is intended or expected as a result of the Offer.

(v) Allotment

The allotment of Equity Shares pursuant to the Offer shall be completed within such time period as may be prescribed under applicable laws.

(vi) Pre-Offer and post-Offer shareholding pattern

The pre-Offer and post-Offer shareholding pattern (to the extent applicable) shall be as disclosed in the offer documents filed in connection with the Offer.

The Board recommends the resolution for approval of the members of the Company through a Special Resolution. Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, 2013 and the rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force, the "Companies Act, 2013"), the SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the Offer, the Board will make necessary amendments.

All the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company and, to the extent shares may be subscribed for and allotted in their names.

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



CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE 5TH EXTRA-ORDINARY GENERAL MEETING OF MEMBERS OF GOEL CONSTRUCTION COMPANY LIMITED (FORMERLY KNOWN AS GOEL CONSTRUCTION COMPANY PRIVATE LIMITED) HELD ON THURSDAY 06TH MARCH, 2025 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 230, CITY CENTRE, S.C. ROAD, JAIPUR-302001, RAJASTHAN, INDIA.

7. 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, consent of the Members of the Company to 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) 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.”

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



Explanatory Statement as per section 102 of Companies Act, 2013:

7.Change Or Increase In Borrowing Powers Of The Company Under Section 180 (1)(C) Of The Companies Act, 2013:

Pursuant to the provision of Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors of a company shall exercise the power to borrow monies, where monies to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid up share capital, securities premium, and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, by obtaining approval of the members in a General Meeting by way of special resolution.

In order to further expand its business and to meet the increased financial needs, the Company may be required to borrow money, either secured or unsecured, from bank, financial institutions individuals, firms, limited liability partnership, companies, body corporates and any other person.

In this regard, it is proposed to grant the Board of Directors powers to borrow monies which taken together with the monies borrowed by the Company, apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business, does not exceed INR 300 crore (Indian Rupees Three Hundred Crore Only).

The Board recommends the resolution for approval of the members of the Company.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

For GOEL CONSTRUCTION COMPANY LIMITED
(Formerly known as GOEL CONSTRUCTION COMPANY
PRIVATE LIMITED)



Purushottam Dass Goel
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(Chairman cum Managing Director)
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CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE 5TH EXTRA-ORDINARY GENERAL MEETING OF MEMBERS OF GOEL CONSTRUCTION COMPANY LIMITED (FORMERLY KNOWN AS GOEL CONSTRUCTION COMPANY PRIVATE LIMITED) HELD ON THURSDAY 06TH MARCH, 2025 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 230, CITY CENTRE, S.C. ROAD, JAIPUR-302001, RAJASTHAN, INDIA.

8. 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, the consent of the members be and is hereby accorded to 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) 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.”

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

Explanatory Statement as required under Section 102 of the Companies Act, 2013

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

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, a company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the Shareholders is obtained by way of Special Resolution.

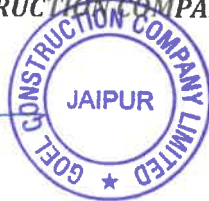
In connection with the loan/credit facilities availed or to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favor of its lenders (up to the limits approved under Section 180(1)(c) of the Companies Act, 2013 INR 300 Crores (Indian Rupees Three Hundred crores only), for the purposes of securing the loan/credit facilities extended by them to the Company. Further, upon occurrence of default under the relevant Loan/facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, properties and licenses including the rights of sale/disposal thereof, creation of charge's as aforesaid and enforcement of assets by the Company's lenders upon occurrence of default would amount to a sale/disposal of the whole or substantially the whole of the undertaking of the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013..

As per Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, approval of the members is sought by way of Special resolution. Hence, the Board of Directors recommends passing of the Special resolution.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

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



CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE 5TH EXTRA-ORDINARY GENERAL MEETING OF MEMBERS OF GOEL CONSTRUCTION COMPANY LIMITED (FORMERLY KNOWN AS GOEL CONSTRUCTION COMPANY PRIVATE LIMITED) HELD ON THURSDAY 06TH MARCH, 2025 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 230, CITY CENTRE, S.C. ROAD, JAIPUR-302001, RAJASTHAN, INDIA.

9. 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), the consent of members of the Company be and is hereby accorded 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), the consent of members of the Company be and is hereby accorded 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."

CERTIFIED TRUE COPY

For GOEL CONSTRUCTION COMPANY LIMITED

*(Formerly known as GOEL CONSTRUCTION COMPANY
PRIVATE LIMITED)*

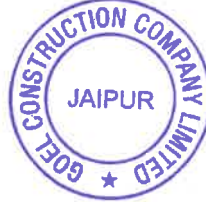


Purushottam Dass Goel

(DIN: 01134075)

(Chairman cum Managing Director)

**Add.: A-120, Valmiki Marg, Hanuman Nagar,
Vaishali Nagar, Jaipur -302021, Rajasthan**



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

Explanatory Statement as required under Section 102 of the Companies Act, 2013

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

In terms of Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the Foreign Institutional Investors ("FII") registered with the Securities and Exchange Board of India ("SEBI") can acquire and hold on their own account and on behalf of their SEBI approved sub-accounts or Foreign Portfolio Investors ("FPI") together, up to an aggregate limit of 24% (twenty four per cent) of the paid up Equity Share Capital of an Indian Company. The said Regulations further provide that the limit of 24% (twenty-four per cent) can be further increased up to the sectoral cap/statutory ceiling as applicable by passing a resolution of the Board, a Special Resolution to that effect by its members and followed by necessary filings with the Reserve Bank of India ("RBI") if any.

The Board of Directors at their meeting held on 05th March, 2025, decided to (1) increase the aggregate permissible limit of First Equity Shareholding of the Company to 74% (seventy four per cent) of the paid-up Equity Share Capital of the Company, in accordance with applicable laws and (2) increase the aggregate permissible limit of Non Resident Indians (NRIs) in equity shareholding of the Company to 24% of the paid-up Equity Share Capital of the Company, in accordance with applicable laws and, subject to the approval of the Members.

Accordingly, the Resolution set out at Item No. 9 of this Notice is proposed to enable the (1) FII's to acquire Equity Shares of the Company upto the revised ceiling limit of 74% (seventy-four per cent) of the paid-up Equity Share Capital of the Company, (2) NRIs to acquire Equity Shares of the Company upto the revised ceiling limit of 24%.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

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

