

NOTICE OF 32ND ANNUAL GENERAL MEETING

Notice is hereby given that the 32nd Annual General Meeting of the Members of **Gogia Capital Growth Limited** (formerly known as Gogia Capital Services Limited) will be held on Tuesday, 29th September, 2026 at 02:00 P.M. through video conferencing (VC)/ other audio-visual means (OAVM) to transact the following businesses:

ORDINARY BUSINESS

1. Adoption of Audited Financial Statements for FY 2025-26

To receive, consider and adopt the **Audited Standalone Financial Statements** of the Company for the financial year ended **31st March 2026**, together with the Reports of the Board of Directors and Auditors thereon.

2. Re-appointment of Director retiring by rotation – Mr. Brijesh Saxena

To appoint **Mr. Brijesh Saxena (DIN: 06645560)**, Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.

3. Re-appointment of Executive Managing Director – Mr. Ankur Gogia

To re-appoint **Mr. Ankur Gogia (DIN: 05186598)** as **Executive Managing Director**, who is liable to retire by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

1. Regularisation of Statutory Auditor appointed by Board

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

“RESOLVED THAT pursuant to Sections 139, 141 and other applicable provisions of the Companies Act, 2013, the appointment of M/s R. K. Sri & Co., Chartered Accountants (FRN 014141N), as Statutory Auditors of the Company, approved by the Board of Directors at its meeting held on 29th August 2026, be and is hereby ratified and regularised for a term of five (5) consecutive years, to hold office from the conclusion of this AGM until the conclusion of the 37th AGM of the Company.”

2. Reclassification of Promoter Group to Public Category

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

“RESOLVED THAT pursuant to Regulation 31A of SEBI (LODR) Regulations, 2015 and other applicable provisions, the request received from Mr. Satish Gogia, Ex-Managing Director and existing Promoter, along with M/s Satish Gogia HUF, for reclassification from ‘Promoter/Promoter Group’ to ‘Public Category’, be and is hereby approved, as their entire shareholding has been transferred to Mr. Ankur Gogia through a bona-fide Gift, and they no longer exercise control over the Company.

RESOLVED FURTHER THAT the Board also takes note of the demise of Late Shri Khem Chand, an existing promoter who passed away more than two decades ago and held 1,00,000 shares in physical form, and accordingly approves his reclassification to 'Public Category', as recommended by the Board at its meeting held on 29th August 2026."

3. Approval for Increase in Managerial Remuneration

To consider and if thought fit, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Sections 196, 197, 198 and Schedule V of the Companies Act, 2013, read with SEBI (LODR) Regulations, 2015, approval of the Members be and is hereby accorded for payment of managerial remuneration up to ₹1.68 crores per annum, being within the maximum permissible limits, to the Managing Director/Executive Directors of the Company."

4. Regularisation of Additional Independent Directors

To consider and if thought fit, pass the following resolutions as **Ordinary Resolutions**:

"RESOLVED THAT pursuant to Sections 149, 152 and Schedule IV of the Companies Act, 2013, the appointment of Mr. Shubham Aggarwal (DIN: 11441503) and Ms. Mansi Kabra (DIN: 11917058), who were appointed as Additional Independent Directors by the Board at its meeting held on 29th August 2026, be and is hereby regularised as Independent Directors of the Company for a term of five (5) consecutive years, not liable to retire by rotation."

By order of the Board of Directors
Gogia Capital Growth Limited
Sd/-
Bharti Rana
Company Secretary

Date: 29th August, 2026

Place: Delhi

NOTES:

1. Ministry of Corporate Affairs (MCA), vide its Circular dated September 19, 2024, read with circular dated April 8, 2020, April 13, 2020 and May 5, 2020 has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. The deemed venue for the ensuing AGM shall be the registered office of the company.
2. The relevant **Explanatory Statements** pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Businesses at the meeting, is annexed hereto and forms part of this notice. The Board of Directors, having deemed it as unavoidable, proposes to seek approval of members for business stated at **Item No. 1 to 4 of Special Business**.
3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCACIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THEM MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
4. As per the provisions of clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the matters of Special Business accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship & Share Transfer Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) and Corporate members whose authorized representatives are intending to attend the meeting are requested to send to the Company at compliance@gogiacap.com, a certified copy of the board resolution authorizing such representative to attend the AGM through VC/OAVM, and cast their votes through e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email

address to arpitgargcs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional Members can also upload their Board Resolution/Power of Attorney/Authority Letter, etc. by clicking on "Upload Board Resolution/Authority letter", etc. displayed under 'e-Voting' tab in their Login.

7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
8. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. Details of Directors retiring by rotation /seeking appointment /re-appointment at this Meeting are provided in Item No. 2 and 3.
10. In line with the General Circulars No. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021 and Circular No. 10/2022 dated December 28, 2022 issued by the MCA and the SEBI Circulars, Notice of the AGM along with the Integrated Annual Report 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/RTA, unless any Member has requested for a physical copy of the same. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website www.gogiacap.com, websites of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com and on the website of Company's Registrar and Transfer Agent, MAS Services Limited, i.e. www.masserv.com, and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
11. The Register of Members and the Transfer Books of the Company will remain closed from **Tuesday, 22 September, 2026 to Tuesday, 29 September, 2026**, both days inclusive, for annual closing.
12. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are M/s. MAS Services Limited, having their Registered Office at T-34, IIInd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020.
13. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, MAS Services Limited to provide efficient and better services.
14. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or MAS Services Limited (Registrar and Transfer Agents) for assistance in this regard.

Further, members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

SEBI had vide Notification Nos. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and SEBI/LAD-NRO/ GN/2018/49 dated November 30, 2018 read with BSE circular no. LIST/COMP/15/2018-19

dated July 05, 2018 and NSE circular no. NSE/CML/2018/26 dated July 09, 2018 directed that transfer of securities would be carried out in dematerialized form only with effect from 1st April 2019, except in case of transmission or transposition of securities. In view of the above and to avail the benefits of dematerialization, Members are requested to consider dematerializing shares held by them in physical form. Accordingly, the Company/RTA has stopped accepting any fresh lodgement of transfer of shares in physical form.

15. Non-Resident Indian Members are requested to inform the Company's RTA immediately of:

- a. Change in their residential status on return to India for permanent settlement.
- b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

16. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held by them in physical form, quoting their folio number

17. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible.

18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding the shares in physical form can submit their PAN details to the Company/RTA.

19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

20. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to compliance@gogiacap.com

21. Brief resume of Directors proposed to be appointed/reappointed as stipulated under Regulations 36(3) of SEBI (LODR) Regulations, 2015 is provided in this Annual Report.

22. M/s Arpit Garg & Associates through Mr. Arpit Garg, Practicing Company Secretary (COP No. 22703), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

23. In compliance with the General Circulars No. 20/2020 dated May 5, 2020, No. 02/2021 dated

January 13, 2021 and Circular No. 10/2022 dated December 28, 2022 issued by the MCA and the SEBI Circulars, Notice of the AGM along with the Integrated Annual Report 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/RTA, unless any Member has requested for a physical copy of the same. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. However weblink letter will be sent to those shareholders who have not registered their email address with the company or depositories.

In case you have not registered your email id with depository or RTA, you may have registered your email id in following manner.

Physical Holding	Send a signed request to Registrar and Transfer Agents of the Company, MAS Services Limited at info@masserv.com providing Folio number, Name of the shareholder, scanned copy of the share certificate (Front and Back), PAN (Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) for registering email address.
Demat Holding	Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

Those Members who have already registered their email IDs are requested to keep the same validated with their DP/RTA to enable serving of notices/ documents/Annual Reports and other communications electronically to their email ID in future.

24. PROCEDURE FOR REMOTE E-VOTING

- (1) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs and SEBI, the Company is providing the facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- (2) The remote e-voting period commences on **Saturday, September 26, 2026, 9:00 a.m. and ends on Monday, September 28, 2026, 5:00 p.m.** During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Tuesday, September 22, 2026**, may cast their vote electronically through remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this notice for information purposes only.
- (3) The members who have cast their vote by remote e-voting prior to the AGM may also attend

the AGM but shall not be entitled to cast their vote again.

- (4) The facility for voting through electronic voting system shall be made available during the AGM and only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
- (5) In compliance with applicable provisions of the Companies Act, 2013 read with Pursuant to General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022 and No. 10/2022 dated December 28, 2022 and other subsequent circulars issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), the Company is convening the 32nd Annual General Meeting ('AGM') through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ('SEBI'), vide its Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022 and SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 5, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In compliance with the provisions of the Companies Act, 2013 ('Act'), the Listing Regulations and MCA Circulars, the 32nd AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue.

25. The process and manner for remote e-voting are as under:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Saturday, September 26, 2026 at 09:00 A.M. and ends on Monday, September 28, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. September 22, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 22, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

- a. **Login method for e-Voting and joining virtual meeting for Individual shareholders**

holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders holding securities in demat mode with CDSL	- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Votingpage without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. - After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e.NSDL. Click on NSDL to cast your vote. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration - Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile& Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remotee-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 18001020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat(NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email IDs are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

26. General Instructions:

- A. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual’ for Shareholders available at the download section of NSDL’s e-voting website www.evoting.nsdl.com or call on toll free No. 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in. In case of any grievance(s) in connection with voting by electronic means, you may send an e-mail to the Compliance Officer at compliance@gogiacap.com or to Mr. Shrawan Mangla, General Manager at info@masserv.com.
- B. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the ‘Forgot User Details/Password?’ or ‘Physical User Reset Password?’ option available on evoting@nsdl.co.in to reset the password.

If you are already registered with NSDL for e-voting then you can use your existing user ID and password/ PIN for casting your vote.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre- Senior Manager- NSDL at evoting@nsdl.co.in.

- C. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on **Tuesday, September 22, 2026**, being the cut-off date. Members are eligible to cast vote only if they are holding shares as on that date.
- D. Any person, who acquires shares of the Company and becomes a member of the Company after the dispatch of the Notice and holding shares as on the cut-

off date i.e. **Tuesday, September 22, 2026**, may obtain the user ID and Password by sending a request at evoting@nsdl.co.in or compliance@gogiacap.com. However, if they are already registered with NSDL for remote e-voting, then they can use their existing user ID and password/PIN for casting their vote. If they have forgotten their password, they can reset their password by using 'Forgot User Details/ Password' option available on evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

- E. At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of scrutinizer, order voting through electronic means for all those members who are present at the AGM through VC/OAVM but have not cast their votes electronically using the remote e-voting facility.
- F. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- G. The results shall be declared not later than two working days from conclusion of the meeting. The results declared along with the Scrutinizer's Report will be placed on the website of the Company at www.vipulgroup.in and the website of NSDL: evoting@nsdl.co.in immediately after the result is declared and will simultaneously be forwarded to BSE Limited, where Equity Shares of the Company are listed. The results shall also be displayed at the notice board of Registered Office of the Company.
- H. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. **September 29, 2026**.

Process for those shareholders whose email id's are not registered with the depositories for procuring user id and password and registration of e mail id's for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance@gogiacap.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliance@gogiacap.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the meeting through laptops/desktops instead of mobiles for better experience.
3. Further members will be required to allow camera usage on their systems and use a good speed internet to avoid any disturbance during the meeting.
4. Please note that participants connecting through mobile devices or tablets or laptop, via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views/ask questions during the meeting need to register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, e-mail ID and mobile number at compliance@gogiacap.com on or before Saturday, September 26, 2026 (6:00 pm IST)
6. Those members who have registered themselves as a speaker in advance will only be allowed to express their views/ask questions during the meeting.
7. The company reserves the right to limit the number of speakers depending on the availability of time at the AGM.
8. In case any assistance is needed, members may contact NSDL at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

ANNEXURE A

Additional Information on Directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of Director	Mr. Ankur Gogia	Mr. Brijesh Saxena
Age	36 years	51 years
Date of first appointment	21-07-2025	13-07-2013
Qualification	CFA	Graduate
Expertise in Specific Functional Area	He is having expertise of over 10 years in Financial and Capital Market	He is having good knowledge of around 15 years in Financial and Capital Market.
Directorship/Partnership held in other companies as on 31.03.2026.	1. Gogia capital IFSC pvt ltd 2. Northpeak financials private limited	1. Gogia commodity trading private limited
No. of equity shares held in Company	38,38,648	0
Director Identification No. (DIN)	05186598	06645560

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 – Regularisation of Statutory Auditor appointed by the Board

The Board of Directors, at its meeting held on **29th August 2026**, appointed **M/s Raj K. Sri & Co.** Chartered Accountants (FRN 014141N), as Statutory Auditors of the Company to fill the vacancy arising due to resignation of the previous auditor. The appointment was made in accordance with Section 139(8) of the Companies Act, 2013, which permits the Board to appoint an auditor in case of a casual vacancy, subject to approval of shareholders at the next general meeting.

The proposed term of **five (5) consecutive years**, commencing from the conclusion of the 32nd AGM until the conclusion of the 37th AGM, is in compliance with Section 139(1) of the Act and Rule 3 of the Companies (Audit and Auditors) Rules, 2014.

The Audit Committee has evaluated the credentials, peer review status, independence declaration, and experience profile of the firm and recommended their appointment. The Board has also confirmed that the firm satisfies the eligibility criteria under Sections 141 and 144 of the Act.

The Members' approval is therefore sought to regularise the appointment and confirm the tenure of the Statutory Auditor.

None of the Directors or Key Managerial Personnel ("KMP") or their relatives are concerned or interested in this resolution. The Board recommends the resolution for approval.

Item No. 2 – Reclassification of Promoter Group and Reclassification of Mr. Ankur Gogia as Promoter

The Company has received a formal request from **Mr. Satish Gogia**, Ex-Managing Director and existing Promoter, and **M/s Satish Gogia HUF**, seeking reclassification from the **Promoter/Promoter Group** category to the **Public** category. The request has been made pursuant to Regulation 31A of SEBI (LODR) Regulations, 2015.

The applicants have represented that:

- **They have transferred their entire shareholding in the Company to Mr. Ankur Gogia, Executive Managing Director, through a bona-fide Gift, without any consideration.**
- **They do not hold any shares in the Company post-transfer, except for 2900 equity shares held in June 2026 by Mr. Satish Gogia.**
- **They do not exercise any control, management influence, or participation in the affairs of the Company.**
- **They do not have any special rights such as board representation, voting arrangements, or veto powers.**

- They satisfy all conditions prescribed under Regulation 31A(3) and 31A(4) of SEBI LODR.

Further, the Board has taken note of the fact that Late Shri Khem Chand, an erstwhile promoter who passed away more than two decades ago, held 1,00,000 shares in physical form. As the shares continue to remain unclaimed and no control or influence is exercised by his legal heirs, the Board, at its meeting held on 29th August 2026, approved his reclassification to the Public category.

Consequent to the above transfers and in view of his position as Executive Managing Director, the Board has also approved the reclassification of Mr. Ankur Gogia (DIN 05186598) from Public Category to Promoter Category, pursuant to Regulation 31A(3)(b). Mr. Ankur Gogia now holds the entire shareholding previously held by Mr. Satish Gogia and M/s Satish Gogia HUF and is responsible for the management and control of the Company.

The reclassification does not affect the shareholding pattern adversely and does not result in any change in control under SEBI (SAST) Regulations, 2011.

None of the Directors or KMPs except Mr. Ankur Gogia may be deemed concerned or interested in this resolution. The Board recommends the resolution for approval.

Item No. 3 – Approval for Increase in Managerial Remuneration

The Company has witnessed increased operational responsibilities, regulatory compliance requirements, and expansion in business activities. Considering the enhanced role of the Executive Directors and Managing Director, the Board proposes to revise the managerial remuneration payable to them up to **₹1.68 crores per annum**, in line with industry benchmarks and permissible limits.

The proposed remuneration is within the limits prescribed under Sections 196, 197, 198 and Schedule V of the Companies Act, 2013, and is compliant with SEBI (LODR) Regulations, 2015, which mandate disclosure, shareholder approval, and transparency in managerial compensation.

The Nomination & Remuneration Committee (“NRC”) has evaluated the performance parameters, leadership responsibilities, financial position of the Company, and market comparatives before recommending the revised remuneration.

The increase does not exceed the overall limits prescribed under Section 197 and does not require Central Government approval.

This resolution is proposed as a **Special Resolution**, as required under Section 197(1) read with Schedule V.

None of the Directors or KMPs except the Executive Directors may be deemed concerned or interested in this resolution. The Board recommends the resolution for approval.

Item No. 4 – Regularisation of Additional Independent Directors

The Board of Directors, at its meeting held on **29th August 2026**, appointed **Mr. Shubham Aggarwal** and **Ms. Mansi Kabra** as **Additional Independent Directors** pursuant to Section 161(1) of the Companies Act, 2013.

Both individuals possess relevant expertise, professional experience, and qualifications in finance, governance, and corporate management. They have submitted declarations confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015.

Their appointment as Independent Directors for a term of **five (5) consecutive years**, not liable to retire by rotation, is proposed in accordance with Sections 149, 152, Schedule IV, and applicable rules.

The Company has also carried out due diligence, including verification of DIN status, conflict-of-interest checks, and compliance with the Code for Independent Directors.

Their presence on the Board is expected to strengthen governance oversight, risk management, and regulatory compliance.

None of the Directors or KMPs or their relatives are concerned or interested in this resolution. The Board recommends the resolutions for approval.

BY ORDER OF THE BOARD
Gogia Capital Growth Limited

Sd/-
Bharti Rana
Company Secretary & Compliance Officer

Place: Delhi
Date: 29th August, 2026