

## GHCL Limited: SOP w.r.t. obtaining Shareholders' approval for amendment in the Memorandum of Association (MoA) and Articles of Association (AoA) of the Company

GHCL Limited is one of the Indian Listed Company. The following standard operating procedure (SOP) outlines the mandatory steps for obtaining shareholders' approval and completing regulatory filings with respect to amendment in the Memorandum of Association (MoA) and Articles of Association (AoA) of the Company:

### 1. Board Recommendation

- **Notice:** Issue a notice for a Board Meeting at least 7 days in advance.
- **Resolution:** The Board must pass a resolution to approve the proposed amendment in the MoA and/or the AoA and recommend them for shareholders' approval through a Special Resolution.
- **Disclosure:** Disclose the outcome of the Board Meeting to the Stock Exchanges within 30 minutes of its conclusion and upload the same at website of the Company.

### 2. Notice of General Meeting

- **Timeline:** Send a formal notice to shareholders, directors, and auditors of the Company at least 21 clear days before the general meeting.
- **Explanatory Statement:** Annex a statement under Section 102 of the Companies Act, 2013 detailing the nature, reason, and impact of the proposed amendments.
- **E-voting:** Provide remote e-voting facilities through platforms like NSDL or CDSL.

### 3. Shareholders' Approval

- **Meeting Type:** Approval can be obtained at an Annual General Meeting (AGM), Extraordinary General Meeting (EGM), or via Postal Ballot.
- **Threshold:** A Special Resolution must be passed, requiring at least 75% of the votes cast in favour of the proposal.
- **Stock Exchange Intimation:** Disclose the proceedings of the general meeting within 12 hours (and e-voting results within 2 working days) to the Stock Exchanges.

### 4. Regulatory Filing & Compliance

- **Form MGT-14:** File a certified copy of the Special Resolution along with the explanatory statement and the altered MoA / AoA with the Registrar of Companies (RoC) via the MCA Portal within 30 days from the date of shareholders' approval.
- **Specific Filing for MoA amendment:** File Form INC-24 for name changes, or INC-23/INC-28 for shifting the registered office. The RoC will register the amendment and issue a certificate, finalizing the process.
- **Effective Date:** The amendment typically takes effect upon the passing of the shareholders resolution.

5. **Records and Intimation:** Update the amended MOA / AoA on the company website, at the registered office, and inform relevant authorities (like Bank, Income Tax etc.).

For GHCL LIMITED



GHCL House, B- 38, Institutional Area Sector- 1, Noida- 201301 (U.P.), India. Ph. : +91 - 120 - 2535335, 4939900  
CIN : L24100GJ1983PLC006513, E-mail : ghclinfo@ghcl.co.in , Website : www.ghcl.co.in