

GOLD ROCK INVESTMENTS LIMITED

CIN NO.: L65990MH1978PLC020117

Regd. Off.: 507, 5th Floor, Plot No. 31, 1, Sharda Chamber, Narsi Natha Street, Bhat Bazar Masjid,
Chinchbunder Mumbai-400009

Tel.:022-49734998 E-mail id: goldrockinvest@yahoo.co.in Website: www.goldrockinvest.in

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 47th Annual General Meeting of the Members of **Gold Rock Investments Limited (CIN: L65990MH1978PLC020117)** will be held on Tuesday, September 30, 2025 at 11.00 A.M. at Rohit Chamber, Ground Floor, Janmabhoomi Marg, Kala Ghoda, Fort, Mumbai, Maharashtra 400001 to transact the following businesses: -

ORDINARY BUSINESS: -

1. To receive, consider and adopt the Audited Standalone Financial Statements and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon.
2. To consider re-appointment of Mr. Sanjeev Kumar Jain (DIN: 02281689), Director who retires by rotation and being eligible, offers himself for reappointment.

"RESOLVED THAT Mr. Sanjeev Kumar Jain (DIN: 02281689), who retire by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible be and is hereby re-appointed as Director of the Company whose office shall be liable to retirement by rotation".

SPECIAL BUSINESS:

3. **Appointment of M/s Ankit Tiwari & Co., Peer reviewed firm of Practising Company Secretaries, as the Secretarial Auditor of the Company for term of 5 (five) consecutive years:**

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company in their respective meetings held on September 05, 2025, **M/s Ankit Tiwari & Co., Peer reviewed firm of Practising Company Secretaries, (M No: 65056, COP: 24431)** be and are hereby appointed as the Secretarial Auditors of the Company, to hold office for a period of five consecutive years commencing from the Financial Year 2025-26 till the Financial Year 2029-30, at such remuneration as may be decided by the Board of Directors of the Company in consultation with the Secretarial Auditors.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and are hereby authorised to do all such acts, deeds, matters and to take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

4. To consider appointment of Mr. Ajay Verma (Din: 08704171) as an Independent Director.

To consider and thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") as amended from time to time and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and provisions any other guidelines issued by relevant authorities, **Mr. Ajay Verma (Din: 08704171)**, who was appointed by the Board Of Directors as an Additional Director in the capacity of an Non-Executive Independent Director w.e.f. August 14, 2025 and who holds office up to the date of this Annual General Meeting in the terms of Section 161 of the Companies Act, 2013 who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Rule made thereunder and Regulation 16(1)(b) of SEBI (LODR) Regulations, as amended and respect of whom the Company has received a notice in writing in accordance with the section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, whose office shall henceforth not be liable to retire by rotation, for a term upto Five (5) consecutive years effective from August 14, 2025 upto and including August 13, 2030.

RESOLVED FURTHER THAT the Board of Directors and/or key managerial personnel of the Company be and are hereby authorized to file necessary forms with MCA as per applicable provisions of Companies Act, 2013 read with Rules thereunder."

5. To consider Re-appointment of Ms. Komal Mundhra (Din: 08923682) as an Independent Director.

To consider and thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors, Ms. Komal Mundhra (Din: 08923682), Non-Executive & Independent Woman Director, whose period of office expires on ensuing AGM, who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Rule made thereunder and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015 "as amended and who is eligible for re-appointment for the next term as per the Act and SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing his re-appointment to the office of Women Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of Five (5) consecutive years effective from November 13, 2025 upto and including November 12, 2030.

RESOLVED FURTHER THAT the Board of Directors and/or key managerial personnel of the Company be and are hereby authorized to file necessary forms with MCA as per applicable provisions of Companies Act, 2013 read with Rules thereunder."

6. Approval of Re-appointment of Mr. Alok Mukherjee (Din: 00186055) as a Managing Director.

To consider and thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

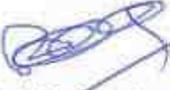
“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Schedule V to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors, and subject to such other approvals as may be necessary, the consent of Members of the Company be and is hereby given for the reappointment of Mr. Alok Mukherjee (Din: 00186055), as the Managing Director of the Company liable to retire by rotation, for a period of 3 (Three) years with the effect from February 13, 2026 to February 12 2029 on such terms and conditions, including remuneration as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the terms of re-appointment and remuneration may be altered, varied and modified from time to time by the Board of Directors of the Company, as it may at its discretion.

RESOLVED FURTHER THAT in the absence or inadequacy of profits in the Financial Year during the currency of tenure of the Managing Director, the remuneration payable as detailed in the Explanatory Statement shall be the minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors and/or key managerial personnel of the Company be and are hereby authorized to file necessary forms with MCA as per applicable provisions of Companies Act, 2013 read with Rules thereunder.”

By Order of the Board
For **Gold Rock Investments Limited**


Alok Mukherjee
Managing Director
DIN: - 00186055



Place: Mumbai
Date: September 05, 2025

Registered Office:
507, 5th Floor, Plot no. 31,
1 Sharda Chamber Narsi Natha Street, Bhat Bazaar,
Masjid, Chinchbunder Mumbai – 400 009
Maharashtra
Phone – 022- 49734998

NOTES:

- 1. PURSUANT TO PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. ONLY DULY FILLED, SIGNED AND STAMPED PROXY FORM WILL BE CONSIDERED VALID.**
2. A member entitled to attend and vote at the Annual General Meeting (AGM) of the company may appoint a proxy to attend and, on a poll, vote instead of himself/herself. A Proxy need not be a member of the Company. The instrument appointing the proxy should be deposited at the Registered Office of the Company not less than forty-eight hours before commencement of the AGM i.e. by 11.00 A.M. on Tuesday 30th September 2025. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person shall not act as a proxy for more than 50 (fifty) members and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company, However, a single person may act as a proxy for a member holding more than 10% (ten percent) of the total share capital of the Company provided that such person shall not act as a proxy for any other person.
3. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during business hours on all day except Saturdays, Sundays and other Public Holidays upto the date of the AGM.
4. Additional information pursuant to Regulations 36 of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of a Director seeking appointment and re-appointment at this AGM are also annexed.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Registered Office of the Company and at the AGM.
6. In accordance with above MCA Circular and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-/P/CIR/02024/133 Dated October 03, 2024 read with the other relevant circular issued on the subject (collectively referred to as "SEBI Circular") the notice of AGM along with the Annual Report FY 2024-2025 is sent by electronic mode to those Members whose e-mail addresses are registered with Company/National Securities Depository Limited ('NSDL'). The notice of AGM along with the Annual Report is also available on website of Stock Exchange i.e. BSE Limited at www.bseindia.com Additionally, in accordance with Regulation 36(1)(b) of the of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015 ('SEBI Listing Regulations'), the Company is also sending a letter containing the web-link including the path of the website of the Company where the Notice of the AGM and the Annual Report can be accessed.

Members are requested to support green initiative by registering/updating their e-mail addresses with the Depository Participant (in case of shares in dematerialized form) or Alankit Assignments Limited the registrar of share transfer agent (RTA) of the Company (in case of shares held in physical form) for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

For any communication, the Members may also send requests to the Company's email ID: goldrockinvest@yahoo.co.in.

7. In accordance with the MCA Circulars, the Register of Directors and Key Managerial Personnel and their shareholding maintain under Section 170 of the Act and Register of Contract or Arrangements, in which directors, are interested, maintained under Section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM along with Annexures will be available for inspection on the date of AGM in electronic mode and shall remain open and be accessible to any Member upto the date of AGM. Member desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at goldrockinvest@yahoo.co.in.
8. The Register of Members and Share transfer Books of the Company will remain closed from **September 24, 2025 to September 30, 2025** (both days inclusive).
9. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance their specimen signature(s) registered with the Company for admission to the meeting hall where the AGM is proposed to be held.
10. Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the AGM, to the Company's Registered office by 11.00 A.M. on Tuesday, September 30, 2025
11. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 08th June, 2018 and further amended vide notification no. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Accordingly, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialization.
12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz, Issue of duplicate securities certificate; claim for unclaimed suspense account, renewal/exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates/folio; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filed and signed Form ISR-4. The said form can be downloaded from on the website of the RTA at

www.alankit.com. It may be noted that any service request can be processed only after the folio is KYC Complaint.

13. SEBI vide its notification dated 24th January, 2022 has mandated that all requests for transfer of securities including transmission and transposition request shall be processed only in dematerialized form, In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, the members are advised to dematerialize their holdings.
14. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialised form with effect from 1st April, 2019. In view of the above, members are advised to dematerialise shares held by them in physical form. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of above and to eliminate all risks associated with physical shares and to avail various benefits of dematerialization, members holding shares in physical form are advised to dematerialize the shares held by them. Members can contact the Company or the RTA for assistance in this regard.

Further pursuant to SEBI Circular dated 16th March, 2024 for updation of KYC Details, the company has sent letters to all the members to update their KYC details with the RTA before 30th September, 2024 failing which the folios will be frozen. KYC Letter along with Form ISR-1, ISR-2, ISR-3 and SH-13 is available on company's website www.supertex.in under the Announcement Section - **"Important Announcement on Norms for furnishing PAN, KYC and Nomination"**. In view of this, the members are requested to complete their KYC before 30th September, 2025.

15. Special Window for Re-lodgment of Transfer Requests of Physical Shares:

SEBI vide Circular SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, decided to open a special window only for re-lodgment of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/returned/not attended to due to deficiency in the documents/process/or otherwise, for a period of six months from July 07, 2025 till January 06, 2026. During this period, the securities that are re-lodged for transfer (including those requests that are pending with the listed company/ RTA as on date) shall be issued only in demat mode. Due process shall be followed for such transfer-cum-demat requests. Members can contact the Company or Company's Registrars and Transfer Agents, M/s. Alankit Assignments Limited for assistance in this regard.

16. Members holding shares in physical form and desirous of making a nomination or cancellation/variation in nomination already in respect their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit to the RTA of the Company the prescribed Form No SH-13 for nomination and Form SH-14 for cancellation /variation, as the

case may be, Members holding shares in demat mode may contact their respective Depository Participant for availing this facility.

17. Members who have not registered their email address so far, are requested to register their email ids for receiving all communications including Annual Report, Notices, etc., from the Company electronically.
18. As a measure of austerity, copies of Annual Report will not be distributed at the AGM. Members are, therefore, requested to bring their copies of the Annual Report to the Meeting.
19. In pursuant pf Section 124 and 125 of the Companies Act 2013, dividend not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Accountant, and Shares on which dividend remains unclaimed for seven consecutive years have been transferred to Investor Education and Protection Fund.
20. The route map showing directions to reach the venue of the 47th Annual General Meeting is annexed herewith
21. **GREEN INITIATIVE:**

In support of the Green Initiative, the Annual Report for FY 2024-25, Notice and instructions for E-Voting along with the Attendance Slip and Proxy Form are being sent by electronic mode only to those Members whose e-mail addresses are registered with the Company /DP for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of the Annual Report FY 2024-25 are being sent by the permitted mode. Members may also note that Notice and the Annual Report are also available for download from the website of the Company: www.goldrockinvest.in.

Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company/Company's Registrar and Transfer Agents, i.e. Alankit Assignments Limited.

22. **E-VOTING:**

Pursuant to the provisions of Sections 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility 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 NSDL for facilitating voting thorough electronic means, as the authorized e-voting agency.

The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided NSDL. The holding shares in physical or dematerialized form, as on the cut-off date i.e. **Tuesday, September 23, 2025**, to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice

("Remote e-voting"). The Remote e-voting commences on **Saturday, September 27, 2025 at 9:00 a.m. and ends on Monday, September 29, 2025 at 5:00 p.m.** E-voting module shall be disabled by NSDL for voting thereafter. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

In terms of the Companies (Management and Administration) Rules, 2014 with respect to the Voting through electronic means, the Company is also offering the facility for voting by way of physical ballot at the AGM. The Members attending the AGM shall note that those who are entitled to vote but have not exercised their right to vote by Remote e-voting, may vote at the AGM through physical ballot for all the businesses specified in this Notice. The Members who have exercised their right to vote by Remote e-voting may attend the AGM but shall not be eligible to vote at the AGM and their vote, if cast at the Meeting, shall be treated as invalid. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. **September 23, 2025.**

The Company has engaged the services of NSDL as the Agency to provide e-voting facility.

The Board of Director has appointed Mrs. Mitraja M Shah & Associates, Chartered Accountant in Practice, as the Scrutinizer to scrutinize the voting through Remote e-voting and voting process at the AGM in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes during the AGM, thereafter unblock the votes cast through e-voting and make, not later than 48 hours of 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

The result declared along with Scrutinizer's Report, will be placed on the Company's website www.goldrockinvest.in and BSE'S Website www.bseindia.com immediately after the result declared by Chairman or any other person authorized by the chairman and same shall simultaneously be communicated to BSE Limited where the securities of the Company are listed. The result shall also be displayed on the Notice Board at the Registered Office of the Company.

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

The remote e-voting period begins on Saturday, September 27, 2025 at 9:00 A.M. and ends on Monday, September 29, 2025 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. Tuesday September 23, 2025 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 23, 2025.

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

- ii. Login method for e-Voting 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<p>Existing IdeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IdeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IdeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IdeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 hold 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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
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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 022 – 4886 7000 and 022 – 2499 7000
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 toll free no. 1800 22 55 33

B) Login Method for e-Voting 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?

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, 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.

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***

Password details for shareholders other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

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.

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.**

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password: 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.

[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

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 etc. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically 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 is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mmshahnassociates@gmail.com with a copy marked to [evoting@nsdl.co.in](http://www.evoting@nsdl.co.in). Institutional

shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.

2. 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 www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 – 4886 7000 and 022 – 2499 7000 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids 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 (goldrockinvest@yahoo.co.in).
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 (goldrockinvest@yahoo.co.in). 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 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.

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

ITEM 3

In accordance with amended provisions of Regulation 24A(1) of the Listing Regulations, the Company is required to appoint a Practicing Company Secretary for not more than one term of five consecutive years or a firm of Practicing Company Secretaries as Secretarial Auditors for not more than two terms of five consecutive years, with the approval of the members at its Annual General Meeting (“AGM”) and such Secretarial Auditors(s) must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified under the Listing Regulations.

Considering the professional experience and the firm’s association with the industry, the firm meeting the eligibility criteria as stipulated under the Act and the Listing Regulations, and based

on the recommendations of the Audit Committee, the Board of Directors, at their Meeting held on September 05, 2025 approved the appointment of **M/s. Ankit Tiwari & Co.**, Peer reviewed firm of Practicing Company Secretaries (Peer Review No. 6896/2025), as the Secretarial Auditors of the Company to hold office for a term of 5 (five) consecutive years commencing from financial year 2025-26 to 2029-30 subject to approval of the Members.

The proposed fees in connection with the secretarial audit shall be Rs.60,000/- (Rupees Sixty Thousand only) plus applicable taxes and other out-of-pocket expenses for FY 2025-2026, and for subsequent year(s) of their term, such fee as maybe mutually agreed between / determined by the Board of Directors in consultation with the Secretarial Auditor. Besides carrying out the secretarial audit and issuing the secretarial audit report, the Company would also obtain certifications which are to be mandatorily received from the Secretarial Auditors or practicing company secretaries, under various statutory regulations from time to time, for which the auditors will be remunerated separately on mutually agreed terms, between the Board of Directors of the Company and the Secretarial Auditors.

M/s ANKIT TIWARI & CO., a peer-reviewed firm of Practicing Company Secretaries registered with ICSI and founded by CS Ankit Tiwari, has extensive experience in Secretarial Audits, SEBI compliances (LODR, PIT, ICDR, ESOP), Pre-IPO Due Diligence, and Corporate Actions (Right Issues, Private Placements, Preferential Issues, Buybacks, etc.). The firm also provides advisory and certification services under Companies Act, SEBI and RBI regulations, acts as Scrutinizer for general meetings, and undertakes drafting, vetting and certification assignments. Its services further cover annual filings, XBRL conversion, legal opinions, and registrations (GST, MSME, LEI, IEC), along with handling a wide range of RBI filings and certifications including FC-GPR, FC-TRS, ODI, ECB and related compliances.

M/s. Ankit Tiwari & Co has given their consent to act as Secretarial Auditor of the company, confirmed their independence. They have confirmed they holds a valid certificate issued by the Peer Review Board of the ICSI and they do not incur any disqualification specified under SEBI Circular No. SEBI/HO/CFD/ CFDPoD/CIR/P/2024/185 dated December 31, 2024 and that their aforesaid appointment (if approved) would be within the limits specified by ICSI and shall be in accordance with Section 204 and other applicable provisions of the Act, rules framed thereunder and the applicable provisions of the SEBI LODR Regulations.

Copy of resolution setting out the terms and conditions of his appointment as secretarial auditor are available for inspection by the members in electronic mode.

None of the Directors, Key Managerial Personnel of the Company, or any of their relatives, are in any way, concerned or interested in this Resolution.

The Board of Directors of the Company recommends the resolution for approval of Members of the Company, as set out in Item No. 3 of the Notice as an Ordinary Resolution.

ITEM 4

The Board of Directors had appointed of the Company on August 14, 2025 **Mr. Ajay Verma** as an Additional Director of the Company. Pursuant to the provisions of Section 161(1) of the

Companies Act, 2013 **Mr. Ajay Verma** hold office upto the date of the ensuing Annual General Meeting

In the terms of Section 149, 150, 152 read with Schedule IV and all other applicable provisions if any, of the Companies Act, 2013 (the "Act") as amended from time to time and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and provisions any other guidelines issued by relevant authorities, Mr. Ajay Verma (Din: 08704171), is eligible for appointment as an Additional Director in the capacity of an Non-Executive Independent Director of the Company, whose office shall henceforth not be liable to retire by rotation, for a term upto Five (5) consecutive years effective from August 14, 2025 upto and including August 13, 2030.

Ajay Verma is a seasoned senior executive with over 40 years' leadership experience in sales, marketing, operations, and strategic management across sectors including Oil & Gas, FinTech, and Digital Payments. A former Executive Director (Marketing) at Indian Oil Corporation Ltd., he has managed multi-thousand crore businesses, driven market share growth, and negotiated high-level government and industry deals. Since 2020, he has served as Director in the Bankit group of companies, leading business strategy, partnerships, and expansion in the financial services and technology space. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and any other applicable law prescribed by Securities and Exchange Board of India. Declaration has been received from **Mr. Ajay Verma** that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations.

The Board confirms that **Mr. Ajay Verma** fulfill the conditions for appointment as an Independent Director as specified in the Companies Act, 2013, the rule framed thereunder and the Listing Regulations and that he is Independent of the Management of the Company. Copy of draft appointment letter setting out the terms and conditions of her appointment are available for inspection by the members in electronic mode.

The information under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings is provided in the annexure which forms a part of Notice.

None of the other Directors, Key Managerial Personnel and relatives thereof, are in any way concerned or interested, except Mr. Ajay Verma and his relatives in the resolution at Item No. 4 of this Notice.

The Board recommends passing of the Ordinary Resolution at item no. 4.

ITEM 5

The Board of Directors had reappointed of the Company on September 05, 2025 **Ms. Komal Mundhra** as a Women Independent Director of the Company. Pursuant to the provisions of

Section 149, 152 of the Companies Act, 2013 Schedule IV read with the Rules framed thereunder, at the Annual General Meeting of the Company for a second term of five consecutive years i.e. upto the conclusion of the 52th Annual General Meeting of the Company

In the terms of Section 149, 150, 152 read with Schedule IV and all other applicable provisions if any, of the Companies Act, 2013 (the "Act") as amended from time to time and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and provisions any other guidelines issued by relevant authorities, **Ms. Komal Mundhra** (Din: 08923682), is eligible for reappointment as an Independent Director in the capacity of an Non-Executive Independent Director of the Company, whose office shall henceforth not be liable to retire by rotation, for a term upto Five (5) consecutive years effective from November 13, 2025 upto and including November 12, 2030.

Ms. Komal Mundhra is an Advocate in 5 years in practicing Delhi Court having vast knowledge of Legal. She is not disqualified from being appointed as Director in terms of Section 164 of the Act and any other applicable law prescribed by Securities and Exchange Board of India. Declaration has been received from Ms. Komal Mundhra that she meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations.

The Board confirms that **Ms. Komal Mundhra** fulfill the conditions for appointment as an Independent Director as specified in the Companies Act, 2013, the rule framed thereunder and the Listing Regulations and that she is Independent of the Management of the Company. Copy of draft appointment letter setting out the terms and conditions of her appointment are available for inspection by the members in electronic mode.

The information under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings is provided in the annexure which forms a part of Notice.

None of the other Directors, Key Managerial Personnel and relatives thereof, are in any way concerned or interested, except Ms. Komal Mundhra and his relatives in the resolution at Item No. 5 of this Notice.

The Board recommends passing of the Ordinary Resolution at item no. 5.

ITEM 6

In accordance with the provisions of Section 196, 197, 203 read with Schedule V and other provisions, if any, of the Companies Act, 2013 and applicable provisions of SEBI(LODR), 2015 reappointment of the tenure of **Mr. Alok Mukherjee (DIN:00186055)**, as the Managing Director will be expiring on February 13 2026 and accordingly based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors for his re-appointment at a remuneration of Rs. 25000/- per month as basic salary, approval of members is required by way of Special resolution.

Mr. Alok Mukherjee has been associated with the Company since 1995 and has played a key role in driving e-governance projects and implementing biometric and identity technologies across government programs, banks, and corporates. He represents the Company at leading industry forums such as PHDCCI, CII, and FICCI, and has held several prestigious nominations including Member of NSEZ Authority, Advisor to NSEZ Industrial Promotion Council, and Member of EPCES Governing Council. With strong expertise in taxation, SEZ operations, legal matters, and new business initiatives, his re-appointment will add significant value to the Company.

The Board of Directors at their meeting held on held on 05.09.2025 have approved the reappointment of **Mr. Alok Mukherjee (DIN:00186055)**, as the Managing Director of the Company for a Consecutive period of three years with the effect from February 13, 2026 to February 12, 2029.

None of the other Directors, Key Managerial Personnel and relatives thereof, are in any way concerned or interested, except financially or otherwise in the resolution set out at Item No. 6 of this Notice.

The Board recommends passing of the Special Resolution at item no. 6

By Order of the Board
For **Gold Rock Investments Limited**



Alok Mukherjee
Managing Director
DIN: - 00186055



Place: Mumbai

Date: September 05, 2025

In pursuance of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) detail in respect of Director seeking Appointment/Re-appointment at the 47th Annual General Meeting is furnished below:

Nature of Information	Item No. 02
Name of the Director	Mr. Sanjeev Kumar Jain
Director Identification Number	02281689
Nationality	Indian
Date of Birth and Age	04/01/1974 51 years
Qualifications	Bachelor of Commerce
Director of the Company since	July 28, 2021
Experience and Expertise	Having more than 25 years of experience. Astute knowledge of Investments, Direct /Indirect tax /GST/ and Company legal matter
Shareholding in the Company as on March 31, 2025 including the shareholding as Beneficial Owner	05
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Directorships of other Boards as on March 31, 2025	Vihaan Infra systems India Limited Panki Roadlines Private Limited Saryu Investment and Trading Private Limited Samaagam Vikas Foundation
Memberships/Chairmanship in other Companies	NIL

Nature of Information	Item No. 04
Name of the Director	Mr. Ajay Verma
Director Identification Number	08704171
Nationality	Indian
Date of Birth and Age	20/06/1959 66
Qualifications	MBA in Marketing and B.Sc. (Hons.) in Chemistry
Director of the Company since	August 14 2025
Experience and Expertise	Ajay Verma is a seasoned senior executive with over 40 years' leadership experience in sales, marketing, operations, and strategic management across sectors including Oil & Gas, FinTech, and Digital Payments. A former Executive Director (Marketing) at Indian Oil Corporation Ltd., he has managed multi-thousand crore businesses, driven market share growth, and negotiated high-level government and industry deals. Since 2020, he has served as Director in the Bankit group of companies, leading business strategy, partnerships, and expansion in the financial services and technology space. He holds an MBA in Marketing from IMT Ghaziabad and a B.Sc. (Hons.) in Chemistry from Delhi University.
Number of Shares held in the Company including the shareholding as Beneficial Owner	NIL
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Directorship held in other Companies	Bankit Technologies Private Limited

Chairmanship/Membership in Committee across other Listed Companies	Nil
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Nature of Information	Item No. 05
Name of the Director	Ms. Komal Mundhra
Director Identification Number	08923682
Nationality	Indian
Date of Birth and Age	21/12/1991 34 years
Qualifications	BCOM, LLB
Date of first appointment on the Board	14/11/2020
Experience and Expertise	Mrs. Komal Mundhra by profession is an Advocate 5 years practicing Delhi Court.
Terms and Conditions of Re-appointment	Mrs. Komal Mundhra is Re-appointed as an Independent Director for 5 (five) consecutive years w.e.f. November 13, 2025 upto and including November 12, 2029, not liable to retire by rotation. Independent directors are entitled to sitting fees for attending meetings of the Board & Committees.
Shareholding in the Company as on March 31, 2025 including the shareholding as Beneficial Owner	NIL
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel

Directorships of other Boards as on March 31, 2025	NIL
Memberships/Chairmanship in other Companies	NIL

Nature of Information	Item No. 06
Name of the Director	Mr. Alok Mukherjee
Director Identification Number	00186055
Nationality	Indian
Date of Birth and Age	17/07/1959 66 years
Qualifications	BCOM, MBA
Date of Appointment of Managing Director	14/02/2023
Experience and Expertise	<p>Spearheaded many e-governance projects in India and helped the company in implementing several state-of-the-art biometric and other identity technologies in India across various e-governance programmes, banks, financial institutions and large corporations.</p> <p>Associated with this company as a consultant since 1995.</p> <p>Represented Smart Chip Private Limited in PHD Chamber of Commerce, CII and FICCI.</p> <p>Nominated to Managing Committee Member of PHDCCI and Co-Chair of Telecom Committee of PHDCCI.</p> <p>Nominated as a member of NSEZ Authority by Ministry of Commerce for three years and Advisor to NSEZ Industrial promotion council.</p>

	<p>Nominated to Central Governing Council of Export Promotion Council for EOUs & SEZs (EPCES) (Set up by: Ministry of Commerce & Industry, Government of India)</p> <p>Astute knowledge of Direct/Indirect tax/GST, Special Economic Zone operation, company legal matters and new business initiatives</p>
Terms and Conditions of Appointment	Mr. Alok Mukherjee reappointed as a Managing Director, for the 3 (Three) Years w.e.f. February 13, 2026 to February 12, 2029 is liable to retire by rotation.
Shareholding in the Company	14990
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Directorships of other Boards	Bankit Technologies Private Limited Inlays India Private Limited
Memberships/Chairmanship in other Companies	NIL
Listed Entities from which he/she has resigned as Director in past 3 years	NIL

ROUTE MAP TO THE AGM VENUE

AGM Venue: Rohit Chamber, Ground Floor, Janmabhoomi Marg, Kala Ghoda, Fort, Mumbai, Maharashtra 400001.

