NOTICE

Notice is hereby given that the **62nd Annual General Meeting** of the Members of the **Chowgule Industries Private Limited** shall be held on **Wednesday, 5th day of August 2026 at 09:10 a.m.** at 2nd Floor, Centenary Building, Vasco-Da-Gama, Goa to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider, and adopt the Audited Financial Statements of the Company as of March 31, 2026, together with the report of the Director and Auditors thereon.**

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

"**RESOLVED THAT** the Audited Financial Statements of the Company comprising of Profit and Loss Account for the year ended 31st March 2026 and Balance Sheet as of that date together with schedules and notes forming part thereof and Cash Flow Statements for the year ended 31st March 2026, together with the Directors' Report and the Auditors' Report thereon as circulated to the members, be and is hereby considered and adopted.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby authorized to file necessary forms with the Registrar of Companies."

SPECIAL BUSINESS:

2. **TO CONSIDER AND APPROVE THE MAINTENANCE OF MINUTES BOOK AND STATUTORY RECORDS AT LOCATION OTHER THAN THE REGISTERED OFFICE.**

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

"RESOLVED THAT pursuant to the provisions of Sections 88, 94, 118 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals, permissions and sanctions as may be required, consent of the members of the Company be and is hereby accorded to keep and maintain the Register of Members, Register of Debenture Holders, Registers and Index of other Security Holders, copies of Annual Returns, Minutes Books of General Meetings and Board Meetings, and other statutory registers and records of the Company at the following place instead of the Registered Office of the Company: **4th Floor, Casa Del Sol, Opp. Marriott Resort, Miramar, Panjim, Goa 403 001.**

RESOLVED FURTHER THAT the said registers, returns, records and minutes books shall be kept open for inspection at such place during business hours in the manner prescribed under the Act and the rules made thereunder.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to file necessary forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

3. **TO CONSIDER AND APPROVE AMENDMENT OF THE EXISTING OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION AND INSERTION OF AN ADDITIONAL OBJECT RELATING TO TRADING AND INVESTMENT IN SHIPS AND MARINE ASSETS.**

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

"**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, and subject to the approval of the Members of the Company and such other statutory or regulatory approvals and permissions as may be necessary, consent of the Board of Directors be and is hereby accorded for alteration of the Object Clause of the Memorandum of Association of the Company by insertion of additional objects relating to the business of trading, investment and dealing in ships, vessels and other maritime assets.

RESOLVED FURTHER THAT the following clause be and is hereby approved for insertion in the Object Clause of the Memorandum of Association of the Company, subject to approval of the Members by way of Special Resolution:

Main Object:

2. "To carry on the business of purchasing, selling, importing, exporting, chartering, leasing, hiring, financing, investing in, acquiring, owning, operating, managing, maintaining and otherwise dealing in ships, vessels, barges, boats, marine crafts, offshore vessels and other maritime assets of every kind and description, whether new or used, and to act as traders, investors, ship owners, charterers, brokers, commission agents, operators, consultants and service providers in relation to shipping, marine logistics and allied maritime activities in India or elsewhere."

Ancillary / Incidental Objects:

agreements, lease agreements or partnerships with any person, firm, company or body corporate in India or abroad for carrying on the business of shipping and maritime activities.

4. To borrow, raise or secure payment of money for the purpose of acquisition, operation or investment in ships and maritime assets and to mortgage, charge or hypothecate the assets of the Company.
5. To acquire, hold, invest in and dispose of shares, debentures, securities or interests in shipping companies, marine ventures and maritime infrastructure businesses.
6. To appoint agents, consultants, brokers, technical advisors, managers and representatives in connection with shipping and marine business activities in India or outside India.
7. To undertake all such acts, deeds and things as are incidental or conducive to the attainment of the above objects.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to sign and file all the requisite e-forms including MGT-14 along with such other documents as may be required, with the Registrar of Companies, Goa, and to do all such acts, deeds and things as may be or incidental thereto for giving effect to this resolution."

On behalf of the Board of Directors
For Chowgule Industries Private Limited

CHOWGULE INDUSTRIES PRIVATE LIMITED
VASCO
U51109GA1963PTC000010

Vijay Chowgule
Chairman
DIN: 00018903

Date: 27/05/2026
Place: Panaji Goa

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING (ELIGIBLE TO VOTE ON A POLL ONLY) INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies in order to be effective, the duly filled proxy forms must be deposited at the registered office of the company not less than 48 hours before the meeting (or) before the commencement of the meeting.
2. The authorization in favour of representatives attending the meeting on behalf of corporate shareholders must be submitted to the company before the commencement of the meeting.
3. An explanatory statement pursuant to section 102 of the Companies Act, 2013 is annexed herewith.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 2.

To consider and approve the maintenance of Minutes Book and Statutory Records at location other than the registered office.

In order to ensure efficient administration, safekeeping, accessibility and management of the Company's statutory records and minute books, the Board of Directors has considered it necessary to maintain certain statutory registers, records and minute books at a place other than the Registered Office of the Company.

The proposed location has adequate facilities for secure storage, maintenance and inspection of records and will facilitate better operational efficiency and compliance management. The records shall continue to be maintained and made available for inspection by members and regulatory authorities in accordance with the applicable provisions of the Companies Act, 2013 and rules made thereunder.

The Board of Directors, at its meeting held on 27th May 2026, approved the proposal to maintain the minute books and statutory records at **4th Floor, Casa Del Sol, Opp. Marriott Resort, Miramar, Panjim, Goa 403 001** , subject to approval of the members, wherever required under applicable law.

The Board is of the opinion that the proposed resolution is in the best interests of the Company and recommends the same for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 3

To consider and approve amendment of Object Clause of the Memorandum Of Association to insert additional objects relating to trading and investment in ships and marine assets.

The Company is continuously evaluating opportunities for diversification and expansion of its business activities to enhance long-term shareholder value. In view of the growing opportunities in the shipping, maritime logistics and marine asset sectors, both in India and internationally, the Board of Directors considers it expedient to expand the scope of the Company's business activities by enabling the Company to undertake activities relating to acquisition, ownership, operation, chartering, leasing, trading, financing and investment in ships, vessels and other maritime assets.

The existing Object Clause of the Memorandum of Association ("MoA") does not adequately cover the proposed activities. Therefore, it is proposed to amend the Object Clause of the MoA by inserting a new Main Object and related Ancillary/Incidental Objects enabling the Company to engage in the business of purchasing, selling, importing, exporting, chartering, leasing,

VASCO

hiring, financing, investing in, acquiring, owning, operating, managing and otherwise dealing in ships, vessels, barges, boats, marine crafts, offshore vessels and other maritime assets, together with activities incidental thereto.

The proposed amendment will provide the Company with greater operational flexibility to pursue investment opportunities and business ventures in the maritime and shipping sector, either independently or through joint ventures, collaborations, strategic alliances and other business arrangements, subject to compliance with all applicable laws and obtaining such approvals, permissions and licenses as may be required from time to time.

Pursuant to the provisions of Sections 4, 13 and other applicable provisions of the Companies Act, 2013, amendment of the Object Clause of the Memorandum of Association requires approval of the Members by way of a Special Resolution.

The draft amended Memorandum of Association incorporating the proposed changes is available for inspection by the Members during business hours on all working days at the Registered Office of the Company up to the date of the Annual General Meeting and shall also be made available electronically upon request.

The Board of Directors is of the opinion that the proposed amendment is in the best interests of the Company and its stakeholders and accordingly recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends the Special Resolution for approval by the Members.

CHOWGULE INDUSTRIES PRIVATE LIMITED
VASCO
U51109GA1963PTC000010

Form No. MGT-11
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

1.	CIN	U51109GA1963PTC000010
2.	Name of the Company	Chowgule Industries Private Limited
3.	Registered office address	503, 5th Floor Gabmar Appts, Vasco da Gama, South Goa 403 802.

1.	Name of the Member(s)	
2.	Registered Address	
3.	E-mail Id	
4.	Folio No/Client Id	
5.	DP ID	

I/We, being the member(s) of Chowgule Industries Private Limited holding .... shares of the above-named Company, hereby appoint:

1. Name :
   Address :
   E-mail Id :
   Signature : or failing him/her

2. Name :
   Address :
   E-mail Id :
   Signature : or failing him/her

3. Name :
   Address :
   E-mail Id :
   Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 62nd Annual General Meeting of the Company, to be held on Wednesday the 5th of August 2026 at 9.10 a.m. at 2nd Floor, Centenary Building, Vasco-Da-Gama, Goa, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Particular of Resolution
1.	To receive, consider, and adopt the Audited Financial Statement of the Company as of March 31, 2026, together with the reports of the Directors and Auditors thereon.
2	To Consider and approve the maintenance of Minutes Book And Statutory Records at location other than the Registered Office.
3	To consider and approve to amend existing Object clause and insert additional object relating to Trading And Investment in Ships And Marine Assets.

Signed this _______ day of ___________ 2026.

Signature of shareholders

Affix Revenue Stamp

Signature of Proxy holder(s)

Note:

i. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

62nd Annual General Meeting Held on Wednesday the 5th Of August 2026 At 9.10 A.M

Meeting venue:
2nd Floor, Centenary Building, Vasco-Da-Gama, Goa. 403802

Name of the Member	
Address	
Folio Number	
Number of shares held	

I certify that I am a member/proxy for the Member of the Company.

I hereby record my presence at 62nd Annual General Meeting of the Company being held on Wednesday the 5th of August 2026 at 9.10 a.m. at 2nd Floor, Centenary Building, Vasco-Da-Gama, Goa 403 802.

Name of Member/Proxy **Signature**

Note:

1. Please fill up this attendance slip and hand it over at the entrance of the meeting hall.