

G.R. CABLES LIMITED

CIN: L31300TG1992PLC013772

Date: August 20, 2024

To
**Corporate Relations Department,
BSE Limited**
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001.
Maharashtra State, India.

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Adoption of altered Memorandum and Articles of Association

Pursuant to the Regulations 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and further to our previous Disclosure, we would like to inform you that the Shareholders of the Company in its 33rd Annual General Meeting held on Wednesday, August 14, 2024, have considered and approved the following:

1. To make change in object clause and to change the ancillary clause accordingly of the Memorandum of Association of the Company;
2. Adoption of new Memorandum of Association in place of the Existing Memorandum of Association of the Company in conformity with the Companies Act, 2013;
3. Adoption of new set of Articles of Association in place of the Existing Articles of Association of the Company containing regulations in Conformity with the Companies Act, 2013.

Further, the brief details of alteration in MOA and the New AOA as required under Regulation 30 read with Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are annexed herewith marked as Annexure-I.

We request you to take the above information on record and acknowledge the receipt of the same.

Thanking you,

Yours Truly,

For G.R. Cables Limited

Nitin Kumar Mathur
Whole-time Director
DIN #06451862

Summary of Amendments in the MOA & AOA of the Company

#	Amendments/ Changes
1.	<p>Existing Clause III (A) [Main Object] of the Memorandum of Association of Company has been amended by replacing Sub-clause No.1 to 5:</p> <ol style="list-style-type: none"> 1. To carry on the business of producers, refiners, processors, buyers, sellers, distributors, importers, exporters, traders, agents, stockists and to market and supply all types of crude oils, petroleum and petroleum products including crude oil, oil, lubricating oils, lubes, base oil stocks, bio-fuels, alternative energy products, green energy products, additives, gas and other volatile substances, aromatics, asphalt, bitumen, bituminous substances, carbon, carbon black, petroleum coke, hydrocarbon and mineral substances and the products or the bye-products feed stocks for petrochemicals which may be derived, produced, prepared, developed, compounded, made or manufactured there from and substances obtained by mixing any of the foregoing with other substances and any and all kinds, types, purposes, grades, forms and formulations of petrochemical products in all its branches including Ethylene, Propylene, Butadiene and to put to commercial use and otherwise deal in any manner in all or any of them and their allied products and materials, and for this purpose establish, purchase, acquire, own, design, engineer, fabricate, build, alter, improve, operate, manage, maintain, repair, buy and sell refineries, pipelines, buildings, plants, equipment, facilities and outlets for the production, refining, processing, storage, supply, transportation and distribution of all types of crude oils, petroleum and petroleum products including those referred to hereinabove and derivatives thereof, whether liquid, solid or gaseous, and petrochemicals of all kinds and to provide consultancy in respect of all or any of the aforesaid. 2. To carry on the business of manufacturers, designers, repairers, installers, merchants, importers, exporters, agent for sale and distributors of and dealers in water processing equipment and purifiers, and water softeners of every description, and all appliances equipment, materials, apparatus, articles and things required for use in connection therewith or in connection with the purifying, filtering, softening, storage and supply of water, and of and in water filtration, sterilization, sedimentation and softening, plant, machinery and materials, and reagent measuring apparatus, wet and dry feeders, zeolite and base exchange plant, heating, chlorinating and ozonizing apparatus of all kinds, importers, manufacturers of and dealers in chemicals, electrical, industrial and other preparation, articles and compounds and minerals, chemists and chemical manufacturers, and to make, build, construct, lay down and maintain water purification plant, reservoirs, waterworks, cisterns, culverts, filter beds, main and other pipes, and appliances, and to execute and do all other work and things necessary or convenient for obtaining storing, selling, delivering, measuring and distributing water.

	<p>3. To purchase or otherwise acquire any and all types of starch content agro based product and to manufacture, process, refine, treat, reduce, distill, blend, fractionate, convert, smelt, produce, purify, pump, store, hold, compress, bottle, pack, use, experiment with, buy, exchange, trade, transport, import, export, sell, market, supply, distribute or otherwise dispose of or deal in sugarcane, molasses, sugarcane juice, agriculture based products, spirit, energy related and power related products of any nature and kind whatsoever including those referred to in Main Objects Clause 2 herein above and including :</p> <p>a. All Organic and inorganic chemicals and synthetic chemical derived from fermented high starch juice of any nature and kind whatsoever including bye product, derivatives, and mixture thereof.</p> <p>b. Special types of ethanol and products, including specifically, gases, effluent gases, power, steam and bio fertilizers.</p> <p>4. To carry on the Research and development, designing, manufacturing and trading in all types of drones, robotic, engineering products, engineering products, aerial mapping, inspection, surveillance, agriculture, and search-and-rescue areas. Etc in the field of defence and agriculture.</p> <p>5. To acquire, form, set up subsidiary companies, firms, bodies corporate, joint ventures, public private partnership entities, to amalgamate, absorb, merge with any other company or companies in India or abroad in connection with businesses referred to in sub-clauses 1 to 4; and to render engineering, management, labour, manpower and all other kinds of consultancy, advisory services in India or abroad in connection with businesses referred to in sub-clauses 1 to 4.”</p>
2.	<p>Adopted Memorandum of Association as per the provisions of the Companies Act, 2013:</p> <p>Changes</p> <p>The object clause (Clause III) of the Memorandum of Association ("MOA") of the Company, was based on the erstwhile Companies Act, 1956. According to the Companies Act, 2013, the companies are required to have only "matters which are necessary for furtherance of the objects specified in clause III (A)". Further in terms of provisions of the Companies Act, 2013, MOA shall not consist of other object clause.</p> <p>Key changes in the New MOA</p> <p>The Existing Clauses of Memorandum of Association of the company has been substituted thereof by the following new Clauses as under:</p> <ul style="list-style-type: none"> • Changed the title of the MOA to effect the applicability of provisions of Companies Act, 2013. • Adopted the new Memorandum of Association in place of the existing Memorandum of Association with the change in existing Clause III (A) containing the Main Objects sub-clauses no. 1 to 5.

	<ul style="list-style-type: none"> the existing Clause III (B) containing the “Objects Incidental or Ancillary to the attainment of Main Objects” sub-clauses no. 1 to 31 and the existing Clause III (c) containing the “other objects not included in (A) and (B) above” sub clause no. 1 to 13 have been merged and replaced by <u>New Clause III (B) Matters which are necessary for furtherance of the Objects specified in Clause III(A)</u> containing the sub-clause no. 1 to 28. Apart from the above changes / alteration, references to specific sections of the Companies Act, 1956 have been substituted with the specific sections of the Companies Act, 2013 and rules framed thereunder.
3.	<p>Adopted a new set of Articles of Association for the company pursuant to Table - F of the Schedule-I of the Companies act, 2013:</p> <p>Changes</p> <p>The Companies Act, 2013 ("the Act) has been amended frequently by way of notifications, amendments, Circulars and Acts. Similarly, securities laws including Securities and Exchange Board of India Act, 1992 and Rules and Regulations framed thereunder have been changed by way of numerous circulars and notifications issued by SEBI.</p> <p>The Articles of Association ("AOA") of the Company as presently in force are based on the erstwhile Companies Act, 1956 and several regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 and SEBI Laws. Further several regulations / articles of the existing AOA of the Company require alteration or deletion pursuant to changes in applicable laws and takeover by the new management.</p> <p>Since the changes required for aligning the existing AOA with the Act and rules made thereunder and Securities laws were numerous, it was considered expedient to adopt a new AOA in substitution of the existing AOA.</p> <p>During this exercise of amendment of existing clauses and insertion of certain new clauses, chronological serial numbers of the clauses of the AOA have also been changed and were required to be renumbered.</p> <p>Key changes in the New AOA</p> <ul style="list-style-type: none"> The New AOA has been restructured and aligned with the provisions of the Companies Act, 2013, the Secretarial Standards issued by the Institute of Company Secretaries of India and other applicable laws; References to the sections, sub-sections, clauses etc. of the Act, which have been amended are substituted with new provisions of the Act; The new AOA to be substituted in place of existing AOA is exclusive of "Table-F" of the Companies Act, 2013 which sets out the model AOA for a company limited by shares,

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| | <ul style="list-style-type: none">• Provisions of the Act, which permit the Company to do certain acts when authorized by AOA, or, which require the Company to do acts in a prescribed manner unless the AOA otherwise provides, have been specifically included. |
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For G.R. Cables Limited

Nitin Kumar Mathur

Whole-time Director

DIN #06451862