



NOTICE

Notice is hereby given that 34th Annual General Meeting of the Mid East Portfolio Management Limited will be held on Tuesday, 30th September, 2025 at 10.00 a.m. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), at deemed office 1/203, Vishal Complex, Narsing Lane, Off. S.V. Road, Malad (West), Mumbai – 400 064 to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025, the Reports of the Board of Directors on the working and activities of the Company and the Auditor's Report thereon.
2. To re-appoint a director in place of Mr. Kishor A. Shah (DIN No. 00015575) who retires by rotation but being eligible, offers himself for re-appointment.
3. Appointment of Auditor:

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby appoint /s. Motilal & Associates LLP, Chartered Accountants, Mumbai, Firm Regn. Number: 106584W/W100751 as Statutory Auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration plus service tax as applicable and reimbursement of out-of pocket expenses in connection with the audit as the Board of Directors may fix in this behalf."

SPECIAL BUSINESS

4. Increase in Authorised Share Capital

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

"**RESOLVED THAT** in supersession of the earlier resolution passed by the Members of the Company through Postal Ballot on 10th July, 2025, approving the increase in Authorised Share Capital of the Company from Rs.10,00,00,000/- (Rupees Ten Crore only) comprising 80,00,000 (Eighty Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each and 2,00,000 (Two Lakh) Preference Shares of Rs.100/- (Rupees One Hundred only) each to Rs.27,05,00,000/- (Rupees Twenty-Seven Crore Five Lakh only) comprising 2,50,50,000 (Two Crore Fifty Lakh Fifty Thousand) Equity Shares of Rs.10/- (Rupees Ten only) each and 2,00,000 (Two Lakh) Preference Shares of Rs.100/- (Rupees One Hundred only) each, the consent of the Members of the Company be and is hereby accorded to **Rescinding** the Authorised Share Capital of the Company from **Rs.10,00,00,000/- (Rupees Ten Crore only)** comprising 80,00,000 (Eighty Lakh) Equity Shares of Rs.10/- each and 2,00,000 (Two Lakh) Preference Shares of Rs.100/- each to **Rs.14,00,00,000/- (Rupees Fourteen Crore only)** comprising 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Rs.10/- each and 2,00,000 (Two Lakh) Preference Shares of Rs.100/- each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following:



V. The Authorised Share Capital of the Company is Rs.14,00,00,000/- (Rupees Fourteen Crore only) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each and 2,00,000 (Two Lakh) Preference Shares of Rs.100/- (Rupees One Hundred only) each, with power to increase, reduce, consolidate, sub-divide, convert or otherwise alter the Share Capital of the Company and to classify or reclassify such shares into any class or classes and to attach thereto such preferential, qualified, deferred, special or other rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and do all such acts, deeds, matters and things as may be necessary, expedient or incidental to give effect to this resolution including filing of necessary forms and documents with the Registrar of Companies, Stock Exchanges and other statutory authorities."

5. To approve the issue of convertible equity warrants to certain identified non-promoter persons on preferential basis:

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 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated ("FEMA"), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India ("SEBI") and/or any other statutory or regulatory authorities, including the BSE Limited ("BSE") on which the Equity Shares of the Company having face value of INR.10/- (Indian Rupee One) each ("Equity Shares") are listed (hereinafter collectively referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and subject to the provisions of the Memorandum of Association and Articles of Association of the Company, as amended, and subject to such approvals, consents and permissions as may be necessary or required from Applicable Regulatory Authorities (including the Stock Exchanges) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company [hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution], is hereby authorised to accept, the consent and approval of the Members of the Company be and is hereby accorded to create, offer, issue and allot, in one or more tranches, **upto 60,00,000 (Sixty Lacs) warrants ("Warrants") at a price of INR 25 (Indian Rupees Twenty Five only) per Warrant ("Warrants Issue Price")**, each convertible into, or exchangeable for, 1 (One) fully paid-up equity share of the Company of face value INR.10.00 (Indian Rupee Ten) each, aggregating upto **INR.15,00,00,000 (Rupees Fifteen Crores Only)**, for a cash consideration by way of a preferential issue on a private placement basis, in accordance with the terms of the warrants as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine to below mentioned entities belonging to non-promoter Public Category (the "Proposed Allottee"):



Sr. No.	Name of Proposed Allottee	Category	No. of Shares
1	Samrat Arvind Bumb	Non-Promoters, Public	750000
2	Kratika Samrat Bumb	Non-Promoters, Public	75000
3	Angiraben Ashokbhai Patel	Non-Promoters, Public	75000
4	Arjal Ashokkumar Patel	Non-Promoters, Public	750000
5	Rajnikant Somnathbhai Mistry	Non-Promoters, Public	425000
6	Devrajbhai V Patel	Non-Promoters, Public	400000
7	Jalpa Brijesh Patel	Non-Promoters, Public	425000
8	Bhavyata Dharmik Nagariya	Non-Promoters, Public	400000
9	Vora Hetalben Monilbhai	Non-Promoters, Public	50000
10	Monil N Vora	Non-Promoters, Public	50000
11	Molem Investment & Finance Private Limited	Non-Promoters, Public	750000
12	Helly Raval	Non-Promoters, Public	250000
13	Rajanikant Chandulal Shukla Huf	Non-Promoters, Public	450000
14	Vimdip Arcade Private Limited	Non-Promoters, Public	500000
15	Vimdip Consultancy Private Limited	Non-Promoters, Public	100000
16	Sellwin Traders Limited	Non-Promoters, Public	500000
17	Bhadreshkumar Jagdish Bhavsar	Non-Promoters, Public	50000
	Total		6000000

RESOLVED FURTHER THAT the Equity Shares allotted on exercise of the Warrants shall upon conversion rank pari passu with the existing shares of the Company and in such form and manner and upon such terms and conditions as may be determined by the Board and also be listed in the Stock Exchanges where the existing equity shares of the Company are listed subject to necessary approvals in accordance with the SEBI ICDR Regulations or other applicable laws as may be prevailing at that time.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the "Relevant Date" for the purpose of calculating the floor price for the Preferential Allotment of Equity Shares be and is hereby fixed as Friday, 29th August 2025, being the date that is 30 days prior to the Annual General Meeting i.e. Tuesday, 30th September, 2025".

RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company to the allottees within a period of 15 (Fifteen) days from the date of passing of this Special Resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any Applicable Regulatory Authorities or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of Warrants and the Equity Shares to be allotted pursuant to the exercise of the Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations:

- i. The issue of warrants and the Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company. The Equity Shares shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant Holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants;



- ii. A Warrant subscription price equivalent to 25% (i.e., the upfront amount) of the warrant issue price will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the SEBI ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the Warrant issue price shall be payable by the Warrant Holder(s) at the time of exercising of option for conversion of each such Warrants for allotment of Equity Shares;
- iii. Each Warrant is convertible into 1 (One) Equity Share of face value INR.10/- (Indian Rupee Ten Only) and the conversion can be exercised by Warrant Holder(s) at any time during the period of 18 (Eighteen) months from the date of allotment of Warrants, in one or more tranches, as the case may be by delivering a notice of conversion ("Conversion Notice") to the Company requesting the conversion of the relevant number of Warrants into Equity Shares, on the date designated as the specified conversion date in the Conversion Notice ("Conversion Date") and on such other terms and conditions as applicable;
- iv. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof;
- v. The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of Equity Shares by way of capitalisation of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation / sub-division / re-classification of Equity Shares or such other similar events or circumstances requiring adjustments as permitted under SEBI ICDR Regulations and all other applicable regulations from time to time;
- vi. The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, Warrant Subscription Price and Warrant Exercise Price, shall be received from the bank account of the person whose name appears first in the application;
- vii. In the event the Warrant Holder(s) does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company;
- viii. The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of SEBI ICDR Regulations;
- ix. The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company;
- x. Upon exercise of the option by Warrant Holder(s), the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated demat account of the Warrant Holder, within 15 days from the date of exercise by the Warrant Holder in terms of regulation 162(2) of the SEBI ICDR Regulations.
- xi. The Equity Shares allotted upon conversion of the Warrants will be listed on the Stock Exchange, where the existing Equity Shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be; and



- xii. The Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in if any, provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant Holders, if any in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

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RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Equity Shares or Warrants in Form No. PAS-5 together with an application form be issued to the Proposed Allottee inviting it to subscribe to the Equity Shares or Warrants, as the case may be.

RESOLVED FURTHER THAT the amount received by the Company for application of the Warrants pursuant to the Preferential Issue shall be kept by the Company in a separate bank account and shall be utilized by the Company only after filing of Form PAS-3 with the Registrar of Companies ("ROC") in accordance with Section 42 of the Companies Act and rules made thereunder and such consideration shall be deemed to be considered as Warrant application money and the same may be applied towards allotment of equity shares stated above.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant Holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to BSE Limited ("BSE") for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Delhi ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL"), Security Exchange Board of India ("SEBI") if any and/or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its



absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Warrants or Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolution is hereby approved, ratified and confirmed in all respects."

6. Appointment of Ms. Poonam Kishor Shah (DIN: 00027476) as Executive Director And Chief Financial Officer (CFO) :

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

"RESOLVED THAT pursuant to the provisions of Sections 203 any other applicable provisions of the Companies Act, 2013 (the "Act") read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to recommendations of Nomination and Remuneration Committee, Ms. Poonam Kishor Shah (DIN- 00027476), appointed as Executive Director and Chief Financial Officer, on the Board of Directors of the Company for three years w.e.f. 15th July, 2025 to 14th July, 2028 subject to the approval of shareholders."

"RESOLVED FURTHER THAT pursuant to Sections 197 and 198 of the Companies Act, 2013, and the Rules framed thereunder, read together with Schedule V and other applicable provisions of the Act, and the recommendation/approval of Nomination & Remuneration Committee and the Board of Directors at their respective meetings held on 15th July, 2025 and subject to the approval of the Central Government, the Members do hereby ratify and confirm the remuneration paid in excess of the statutory limits prescribed under the Act, amounting to Rs. 600,000/- to Ms. Poonam Kishor Shah (DIN- 00027476), and waive the recovery of the above mentioned sum, being the remuneration agreed to be paid as per the terms initially approved by the Members."

7. Appointment of Ms. Rakhi Jayantilal Upadhyay (DIN: 09645180) as Additional Independent Director:

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

"RESOLVED THAT pursuant to Section 149(6), 150 and 161 of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, Ms. Rakhi Jayantilal Upadhyay is hereby appointed as Additional Independent Director, on the Board of Directors of the Company for one-year w.e.f. 15th July, 2025 to 14th July, 2026 subject to the approval of shareholders"

"FURTHER RESOLVED THAT for the purpose of giving effect to above all resolutions, Mr. Kishor A. Shah, Director of the Company be and is hereby authorised to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing of necessary E-form with the Registrar of Companies."



"RESOLVED FURTHER THAT Director of the Company be and is hereby authorized to do all the acts, deeds and things with MCA which are necessary to the appointment of aforesaid persons to the directorship of the Company."

8. Appointment of Mr. Sandipbhai Pravinbhai Patel (DIN: 10849576) as Additional Independent Director:

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

"RESOLVED THAT pursuant to Section 149(6), 150 and 161 of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, Mr. Sandipbhai Pravinbhai Patel is hereby appointed as Additional Independent Director, on the Board of Directors of the Company for Three-year w.e.f. 15th July, 2025 to 14th July, 2028 subject to the approval of shareholders."

"FURTHER RESOLVED THAT for the purpose of giving effect to above all resolutions, Mr. Kishor A. Shah, Director of the Company be and is hereby authorised to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing of necessary E-form with the Registrar of Companies."

"RESOLVED FURTHER THAT Director of the Company be and is hereby authorized to do all the acts, deeds and things with MCA which are necessary to the appointment of aforesaid persons to the directorship of the Company."

9. Re-appointment of Mr. Shrikant Govind Nakhe (DIN:08489339) as Independent Director for second term:

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

"RESOLVED THAT pursuant to Section 149(6), 150 and 161 of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, Mr. Shrikant Govind Nakhe is hereby re-appointed as Independent Director for second term on the Board of Directors of the Company for Three-year w.e.f. 1st October, 2025 to 30th September, 2028 subject to the approval of shareholders."

"FURTHER RESOLVED THAT for the purpose of giving effect to above all resolutions, Mr. Kishor A. Shah, Director of the Company be and is hereby authorised to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing of necessary E-form with the Registrar of Companies."

"RESOLVED FURTHER THAT Director of the Company be and is hereby authorized to do all the acts, deeds and things with MCA which are necessary to the appointment of aforesaid persons to the directorship of the Company."

10. Appointment of M/s. VKM & Associates Practicing Company Secretaries are appointed as a Secretarial Auditor of the Company for Financial Year 2025-2026.

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

"RESOLVED THAT pursuant to the provisions of Section 204(1) of the Companies Act 2013 (herein after will know as "the Act") read with Rule 9 of the Companies (Appointment and Remuneration



personnel) Rules 2014 and other applicable provisions of the Act if any also in compliance of applicable regulation SEBI (Listing obligation and Disclosure Requirement) Regulation, 2016, consent of the Board of the Director be and hereby given for appointment of M/s VKM & Associates, Practicing Company Secretaries (COP No. 4279) as Secretarial Auditors of the Company for the financial year 2025-2026 and also to fix the remuneration from time to time in consultation with Audit Committee of the company”.

“**RESOLVED FURTHER THAT** the engagement letter has been placed before the Board and the same has been signed by the Chairman of the Board for the purpose of identification of appointment of M/s VKM & Associates, Practicing Company Secretaries (COP No. 4279) as Secretarial Auditors of the Company”

“**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to file necessary forms with Registrar of Companies and to do all such act, deeds and things as may be considered necessary to give effect to the above said resolution”.

Registered Office:

1/203, Vishal Complex,
Narsing Lane, Off. S.V. Road,
Malad (West),
Mumbai – 400 064
☎ 28240444

By order of the Board

Sd/-
Kishor A. Shah
(Chairman & Managing Director)

Place: Mumbai

Date: 05th September, 2025



NOTES FOR MEMBER'S ATTENTION:

1. General instructions for accessing and participating in the 34th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular No. 3/2022 dated 5th May 2022, read with General Circular NO. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 22/2020 dated 15th June 2020, General Circular No. 33/2020 dated 28th September 2020, General Circular No. 39/2020 dated 31st December 2020, General Circular No. 10/2021 dated 23rd June 2021 and General Circular No. 20/2021 dated 8th December 2021 and General Circular No. 11/2022 dated 28th December 2022 (collectively referred to as 'MCA Circulars'), the Company is being permitted for convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), read with SEBI Circular dated 5th January, 2023, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the ensuing 34th AGM through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company situated at 1/203, Vishal Complex, Narsing Lane, Off. S.V. Road, Malad (West), Mumbai – 400 064.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this 34th AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend VC/OAVM the 34th AGM through and participate thereat and cast their votes through e-voting.
3. The attendance of the Members attending the 34th AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. 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 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and May 05, 2022 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 34th AGM. For this purpose, the Company has entered into an agreement with Central Depository Services Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system will be provided by CDSL.
5. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & VOTING DURING MEETING ARE AS UNDER:
 - (i) The procedure for attending meeting through VC/OAVM on the day of the AGM is to click on the below mentioned link on September 30, 2025 at 10.00 AM.

<https://us04web.zoom.us/j/9998042826?pwd=H8CGpL40HsNb8OK6TDY3DJVNhbUatT.1&omn=77474636972>

Meeting ID: 999 804 2826
Passcode: Mideast
 - (ii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.



- (iii) Shareholders are encouraged to join the Meeting through Laptops / Ipads for better experience.
 - (iv) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - (v) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting 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.
 - (vi) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days i.e. on / before 23rd September 2025, prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@mid-eastportfolio.com.
 - (vii) The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@mid-eastportfolio.com. These queries will be replied to by the company suitably by email.
 - (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 - (ix) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote by Show of Hand during the AGM.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April13, 2020, the Notice calling the 34th AGM has been uploaded on the website of the Company at www.mid-eastportfolio.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the 34th AGM Notice is also available on the website of CDSL(agency for providing the Remote e-Voting facility).
7. Register of Members and Share Transfer Books will remain closed from Tuesday, 24th September, 2025 to Monday, 30th September, 2025 (Both days inclusive).
8. The Members are requested to:
- (a) Intimate change in their registered address, if any, to the Company's Registrar and Share Transfer Agents, M/s. Adroit Corporate Services Pvt. Ltd, 19, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andher (East) Mumbai - 400 059 in respect of their holdings in physical form.
 - (b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
 - (c) Non-Resident Indian Members are requested to inform M/s. Adroit Corporate Services Pvt. Ltd immediately of the change in residential status on return to India for permanent settlement.
 - (d) Register their email address and changes therein from time to time with M/s. Adroit Corporate Services Pvt. Ltd. for shares held in physical form and with their respective Depository Participants for shares held in demat form.



9. Corporate Members intending to send their authorized representatives are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the ensuing Annual General Meeting of the Company.
10. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agents, M/s. Adroit Corporate Services Pvt. Ltd and have it duly filled and sent back to them.
11. MCA, Government of India, through its Circulars Nos. 17/2011 dated 21st April, 2011 and 18/2011 dated 29th April, 2011, respectively, has allowed companies to send documents viz. Notices of meetings, Annual Reports and other shareholder communication to their shareholders electronically as part of its Green Initiatives in corporate governance By Order of the Board of Directors, The Company supports the measures in the Green Initiative. Members are also requested to join the Company in this initiative by registering their Email ID with the Company or its RTA. A 'Green Initiative' Form can be downloaded from the Company's website viz. www.mideastportfolio.com to register the email id
12. Electronic copy of the Annual Report for 2024-25 is being sent to all Members whose email Ids are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, electronic copy of the Annual Report for 2024-25 is available on BSE website and company website

VOTING THROUGH ELECTRONIC MEANS

- (i) The voting period begins on 27th September, 2025 at 09:00 A.M. and ends on 29th September, 2025 at 05:00 P.M. During this period shareholders of the Company, holding shares in dematerialized form, as on the cut-off date 23rd September, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL or NSDL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

THE INSTRUCTIONS FOR MEMBERS 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 5:00 P.M. The remote e-voting module shall be disabled by CDSL 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., Saturday 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.

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

Step 1: Access to CDSL e-Voting system

A) 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
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">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-Voting page without any further authentication. The URL for users to Login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com and click on Login and select My Easi New(Token).After successful login of Easi/Easiest, the user will be also able to see the Evoting Menu. The Menu will have links of E-Voting service provider (ESPs) i.e. CDSL. Click on CDSL to cast your vote.If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration.USER id for CDSL: 16 digits beneficiary ID.Alternatively, the user can directly access e-Voting page by clicking on https://evoting.cdslindia.com/EVoting/EVotingLogin and then enter demat Account Number and PAN No. Then 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., CDSL where the e-Voting is in progress.If you had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.



<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.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. CDSL and you will be re-directed to e-Voting website of CDSL for casting your vote during the remote e-Voting period. 2. If you are 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. USER id for NSDL: 8 Character DP ID followed by 8 Digits Client ID 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility for seamless voting experience.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ol style="list-style-type: none"> 1. 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. 2. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on company name or e-Voting service provider i.e. CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period.

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

B) Login Method for e-Voting for shareholders holding securities in PHYSICAL MODE.

- i Visit the e-Voting website of CDSL. Open web browser by typing the following URL: <https://www.evotingindia.com/> either on a Personal Computer or on a mobile.
- ii Once the home page of e-Voting system is launched, click on the icon “Shareholder/Member” on right hand side.
- iii 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 and click on “login.”
- iv USER id for Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- v If you are a first-time user follow the steps given below:



	For Shareholders holding shares in Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- vi After entering these details appropriately, click on "SUBMIT" tab.
- vii Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

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

- i. After successful login at Step 1, you will be able to see EVSN for the relevant <Company Name> on which you choose to vote.
- ii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES / NO" OR "ASSENT / DISSENT" for voting. Select the option desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- iii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- iv. After selecting the resolution, you have decided to vote on, click on "SUBMIT." A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- v. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- vi. Upon confirmation, the message "Vote cast successfully" will be displayed.
- vii. You can also take a print of the votes cast by clicking on "Click here to print" option on the confirmation page.

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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800225533 or 022-23058738 or 022-23058542-43
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.: 1800 1020 990 and 1800 22 44 30

FACILITY FOR NON - INDIVIDUAL SHAREHOLDERS AND CUSTODIANS - REMOTE VOTING

- i Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- ii A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- iii After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- iv The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- v A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- vi Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at vkmassociates@yahoo.com and to the Company at info@mideastportfolio.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

General Guidelines for shareholders

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email 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 info@mideastportfolio.com or to RTA at info@adroitcorporate.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 info@mideastportfolio.com or to RTA at info@adroitcorporate.com .



3. 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.

General Instructions / information for members for voting on the Resolutions:

- a) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM.
- b) Mr. Vijay Kumar Mishra (Membership No.F-5023), Practicing Company Secretary has been appointed by the Board of Directors of the Company as the Scrutinizer to scrutinize the remote e-voting process as well as voting through poll at the Meeting, in a fair and transparent manner.
- c) The results shall be declared not later than forty-eight hours 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.mideastportfolio.com and the website of CDSL immediately after the result is declared by the Chairman and will simultaneously be forwarded to BSE Limited, where Equity Shares of the Company are listed.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

The Members of the Company, through Postal Ballot on 10th July, 2025, had approved the increase in Authorised Share Capital of the Company from Rs.10,00,00,000/- (Rupees Ten Crore only), comprising 80,00,000 (Eighty Lakh) Equity Shares of Rs.10/- each and 2,00,000 (Two Lakh) Preference Shares of Rs.100/- each, to Rs.27,05,00,000/- (Rupees Twenty-Seven Crore Five Lakh only), comprising 2,50,50,000 (Two Crore Fifty Lakh Fifty Thousand) Equity Shares of Rs.10/- each and 2,00,000 (Two Lakh) Preference Shares of Rs.100/- each.

However, the said resolution could not be implemented as the approval of BSE for fund raising was not forthcoming. In order to align the authorised share capital structure with the present requirements of the Company and to facilitate future capital raising as may be considered appropriate by the Board, it is now proposed, in supersession of the earlier resolution, to rescinded/increased the Authorised Share Capital of the Company from **Rs.10,00,00,000/- (Rupees Ten Crore only)** to **Rs.14,00,00,000/- (Rupees Fourteen Crore only)**, comprising **1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Rs.10/- each** and **2,00,000 (Two Lakh) Preference Shares of Rs.100/- each**.

Consequent upon the increase in the Authorised Share Capital, it is necessary to amend Clause V of the Memorandum of Association of the Company so as to reflect the revised share capital.

The Board of Directors recommends the resolutions for approval of the Members as set out in the accompanying notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolutions.

Item No. 5

The Board of Directors of the Company ("Board") at their meeting held on 05th September, 2025 approved raising of funds aggregating upto **INR 15,00,00,000 (Indian Rupees Fifteen Crores Only) by way of issuance of upto 60,00,000 (Sixty Lacs Only) warrants**, each convertible into, or exchangeable for 1 (One) fully paid-up Equity Share of the Company of face value of INR 10.00/- each ("Warrants") at a price of **INR 25.00/-** each payable in cash ("Warrants Issue Price"), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to certain identified non promoter persons/entities (referred to as the "Proposed Allottees"), by way of a preferential issue through private placement offer (the "Preferential Issue").

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the SEBI Listing Regulations, as amended from time to time, approval of the Members of the Company by way of Special Resolution is required to issue securities by way of private placement on a preferential basis.

Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the Members is being sought for the raising of funds aggregating upto **INR 15,00,00,000 (Indian Rupees Fifteen Crores Only) by way of issuance of upto 60,00,000 (Sixty Lacs Only) warrants** warrants, each convertible into, or exchangeable for, 1 (One) fully paid-up equity share of the Company of face value of INR 10.00/- each at a price of **INR 25.00/-** each payable in cash, on a preferential basis to the Proposed Allottees as the Board of the Company may determine in the manner detailed hereafter.



The salient features of the Preferential Issue, including disclosures required to be made in accordance with Chapter V of the SEBI ICDR Regulations and the Companies Act, are set out below:

I. Objects of the Issue:

The funds are required by the Company for the following objects:

1. To Technology Upgrade;
2. To Branch Network Expansion;
3. To Product Diversification;
4. Marketing & Client Acquisition;
5. To meet the working capital requirements.

The quantum of funds required on different dates may vary therefore, the Broad Range of intended use of the Issue Proceeds of the Issue is as under:

Sr. No.	Particulars	Total estimated Amount to be utilized (Rs.in Lakhs)	Tentative timelines for utilization of issue receipt of funds within
1	Technology Upgrade: AI-enabled trading & mobile apps, data analytics tools	3,00.00	Upto 1.5 Years from the Date of receipts of Fund
2	Branch Network Expansion: Adding 5 branches in untapped cities	250.00	Upto 1.5 Year from the Date of receipts of Fund
3	Product Diversification: PMS, AIF, ESG investment products	150.00	Upto 1.5 Year from the Date of receipts of Fund
4	Marketing & Client Acquisition: Digital campaigns, seminars, webinars	200.00	Upto 18 Months from the Date of receipts of Fund
5	To meet the working capital requirements	600.00	Upto 18 Months from the Date of receipts of Fund

The Main Object Clause of Memorandum of Association of the Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

Our fund requirements and deployment of the proceeds of the Preferential Issue are based on the internal management estimates and it may change subject to range gap shall not exceed +/-10% of the amount specified for that object of size of the Preferential Issue depending upon future circumstances since the same is dependent on a variety of factors such as financial, market and sectorial conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilisation of the net proceeds at the discretion of the Board, subject to compliance with applicable laws, in accordance with BSE Notice No. 20221213-47 and NSE Circular No. NSE/CML/2022/56 both dated Decemblers 13, 2022.

Further, if the proceeds are not utilised (in full or in part) for the Objects during the period stated above table, the remaining proceeds, if any shall be utilised in subsequent periods of 12 months in accordance with the objectives of the issue and applicable laws. Till the committed funds are



utilised towards the stated objects above, they will be used by the Company for its working capital requirements.

II. Monitoring of utilization of funds;

Since the proceeds from the Issue are less than ₹100 Crores, the Regulation 162A of Chapter V of SEBI (ICDR) Regulations, 2018 is not applied.

III. Relevant Date

In terms of the provisions of Regulation 161 of the SEBI ICDR Regulations, the Relevant Date for determining of the floor price for Warrants to be issued is **Friday, August 29, 2025** i.e. 30 (Thirty) days prior to the date of Annual General Meeting i.e. **Tuesday, September 30, 2025**.

IV. Particulars of the Preferential Issue including date of passing of Board resolution

The Board, at its meeting held on September 05, 2025 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 60,00,000 Warrants to the Proposed Allottees, each at an issue price of INR 25.00/- per Warrant (including a premium of INR 15.00/- per Warrant), aggregating up to INR 15,00,00,000, for a cash consideration, by way of a preferential issue on a private placement basis.

V. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued

Up to 60,00,000 Warrants, at an issue price of INR 25.00/- per Warrant (including a premium of INR 15.00/- per Warrant) aggregating up to INR 15,00,00,000/- such price being not less than the floor price as on the relevant date determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

VI. Basis or justification for the price (including the premium, if any) has been arrived at

The Equity Shares of the Company are listed on the BSE Limited ("BSE"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and BSE, being the Stock Exchange with higher trading volumes for the preceding 90 (Ninety) trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with Chapter V of the SEBI ICDR Regulations.

In terms of the applicable provisions of Chapter V of the SEBI ICDR Regulations, the floor price for the Preferential Issue is INR 25.00/- (Indian Rupees Twenty-Five only) per Warrant, being the higher of the following:

- a) 90 (Ninety) trading days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: INR 22.83 (Indian Rupees Twenty Two and Eighty Three Paise only) per Equity Share; or
- b) 10 (Ten) trading days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: INR 24.89 (Indian Rupees Twenty Four and Eighty Nine Paise only) per Equity Share; and
- c) Floor price determined in accordance with the provisions of the Articles of Association of the Company. However, the Articles of Association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

The price per warrant to be issued pursuant to the Non-Promoter Preferential Issue is fixed at INR 25.00/- (Indian Rupees Twenty-Five only), being a price that is not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.



The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws from time to time.

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the ICDR Regulations are not applicable.

In case, the Company is required to re-compute the price then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the ICDR Regulations, the Warrants proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.

The price of the warrant has been determined based on Regulation 164 of SEBI (ICDR) Regulations 2018 read with Regulation 166A of SEBI (ICDR) Regulations 2018, as there is an allotment of more than five percent of the post issue fully diluted share capital of the issuer to proposed allottees. The Valuation made by independent Valuer **M/s. Dhelariya and Assocaites, Chartered Accountant, Registered Valuer, Securities and Financial Assets, (Reg No: IBBI/RV/06/2019/11555)**. The copy of the Valuation report shall be available for inspection by the members on all working days between Monday to Friday of every week, upto the last date of e-voting and the same may be accessed on the Company's website at the <https://mideastportfolio.com/postall-ballot-notice/>

- VII. Amount which the company intends to raise by way of such securities**
Upto INR .15,00,00,000 (Rupees Fifteen Crores Only), from the Proposed Allottees.
- VIII. The class or classes of persons to whom the allotment is proposed to be made**
The Preferential Issue of Warrants is proposed to be made to the Proposed Allottees, who are belongs to non-promoter, public category.
- IX. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price.**

The Company has not made any preferential allotment of equity during the period from April 1, 2025 till the date of this Notice.

The Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2025-26 will not exceed the limit specified in the Act and Rules made thereunder.

- X. Maximum number of securities to be issued**
The resolution set out in the accompanying notice authorises the Board to raise funds aggregating upto 15,00,00,000/- by way of issuance of upto 60,00,000 warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of INR 10/- each at an issue price of INR 25/- each payable in cash.

Minimum amount of INR 6.25/- (Indian Rupees Six and

Twenty-Five Paise Only) per warrants, which is equivalent to 25% (Twenty Five Percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The Warrant Holder(s) will be required to make further payments of Rs.18.75/-



(Indian Rupees Eighteen and Seventy-Five Paise Only) for each Warrant, which is equivalent to 75% (seventy five percent) of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to Equity Share(s).

XI. Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer

None of the Promoters, Directors or Key Managerial Personnel or Senior Management Personnel of the Company intends to subscribe to the proposed Preferential Issue of Convertible Equity Warrants and are not directly or indirectly interested in above subscription.

XII. Time frame within which the Proposed Preferential Issue shall be completed

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Warrants shall be completed within a period of 15 (Fifteen) days from the date of passing of the Special Resolution by the Shareholders, provided that where the allotment is pending on account of the pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment shall be completed by the Company within 15 (Fifteen) days from the date of such approval/ permission or within such further period as may be prescribed or allowed by SEBI, Stock Exchange or other concerned authorities.

Proposed Allottees of Warrants shall be entitled to convert the same into an equal number of Equity Shares, in one or more tranches, within a period of 18 (Eighteen) months from the date of allotment of the Warrants.

Upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to the exercise of the Warrants is completed within 15 (Fifteen) days from the date of such exercise by the allottee of such Warrants.

XIII. Listing

The Company will make an application to BSE at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of Warrants.

Such Equity Shares, once allotted, shall rank pari passu with the existing Equity Shares of the Company, in all respects, including voting rights and dividend.

XIV. Shareholding pattern of the Company before and after the Preferential Issue

- a) The shareholding pattern of the Company before and after the proposed preferential issue is as follows:

Post Issue Shareholding after assuming full conversion of Warrants:

Sr. No.	Category	No. of	Percentage	No. of	Percentage
		Shares	(%)	Shares	(%)
		Pre-Holding 30.06.25		*Post-Holding	
(A)	Promoter and Promoter Group				
1	Indian	0	0	0	0
	Individuals/Hindu Undivided Family	1282513	25.5	1282513	11.63
	Bodies Corporate	-	-	-	-
	Sub Total(A)(1)	1282513	25.5	1282513	11.63



2	Foreign	-	-	-	-
Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)		1282513	25.5	1282513	11.63
(B)	Public shareholder				
1	Institutions				
	Mutual Funds	-	-	-	-
	Financial Institutions/Banks	-	-	-	-
	Provident Funds/ Pension Funds	-	-	-	-
	Any other (Specify)	-	-	-	-
	Sub Total (B) (1)	-	-	-	-
2	Non-Institutions				
	i) Individuals	3121556	62.05	6821556	61.85
	ii) Bodies Corporate	272122	5.42	2122122	19.24
	Non-Resident Indians	337561	6.71	337561	3.06
	Other (Clearing Members and HUF etc.)	16248	0.32	466248	4.23
	Sub Total (B) (2)	3747487	74.5	9747487	88.37
Total Public Shareholding		3747487	74.5	9747487	11.63
(B)=(B)(1) + (B)(2)					
Total(A)+(B)		5030000	100	11030000	100.00

*The above post-issue shareholding is prepared to assume full conversion of Warrants into equity shares issued pursuant to this preferential issue.

XV. Principal terms of assets charged as securities

Not applicable

XVI. Material terms of raising such securities

The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below:

A. Tenure:

The Warrants shall be convertible into equity shares within a period of 18 (Eighteen) months from the date of allotment of the Warrants.

B. Conversion and other related matters:

- a) The Warrant holder shall have the right to convert the Warrants into fully paid-up Equity Shares of the Company of face value of INR 10.00 (Indian Rupees Ten only) each, in one or more tranches, by delivering a notice of conversion ("Conversion Notice") to the Company requesting the conversion of the relevant number of Warrants into Equity Shares, on the date designated as the specified conversion date in the Conversion Notice ("Conversion Date").
- b) The conversion ratio is 1 (One) equity share in lieu of 1 (One) Warrant.
- c) Prior to the Conversion Date, the Warrant Holder(s) shall pay the Warrant exercise amount for the relevant Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, on the Conversion Date, in accordance with



applicable law to issue and allot equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Warrant holder in lieu of the relevant Warrants.

- d) The Company shall file the certificate from its statutory auditor with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169 of the SEBI ICDR Regulations from the Warrant Holder(s) and the relevant documents thereof are maintained by the Company as on the date of certification.
- e) Upon exercise of the option by Warrant Holder(s) to convert Warrant(s) into the Equity Shares of the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated demat account of the respective Warrant Holders.
- f) The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Preferential Issue and conversion of the Warrants.
- g) The procedure for conversion of Warrants into Equity Shares set out above shall be applicable for conversion of each Warrant into equity shares, irrespective of the number of tranches in which the Warrant Holder(s) issues a Conversion Notice in accordance with Paragraph B (a) above.

C. Lock-in:

The Warrants allotted pursuant to this resolution and the resultant Equity Shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.

D. Rights:

The Warrants shall not carry any voting rights until they are converted into Equity Shares.

XVII. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottees.

Sr. No.	Name of Proposed Allottee	Name of Ultimate Beneficial Owner of the Proposed Allottee	Change in control, if any
1	Samrat Arvind Bumb	Not Applicable	No
2	Kratika Samrat Bumb	Not Applicable	No
3	Angiraben Ashokbhai Patel	Not Applicable	No
4	Arjal Ashokkumar Patel	Not Applicable	No
5	Rajnikant Somnathbhai Mistry	Not Applicable	No
6	Devrajbhai V Patel	Not Applicable	No
7	Jalpa Brijesh Patel	Not Applicable	No
8	Bhavyata Dharmik Nagariya	Not Applicable	No
9	Vora Hetalben Monilbhai	Not Applicable	No
10	Monil N Vora	Not Applicable	No
11	Molem Investment & Finance Private Limited	Mangesh Jadhav	No
12	Helly Raval	Not Applicable	No
13	Rajanikant Chandulal Shukla Huf	Leena Joshi	No
14	Vimdip Arcade Private Limited	Vishal Darji	No
15	Vimdip Consultancy Private Limited	Vishal Darji	No
16	Sellwin Traders Limited	Monil N Vora	No
17	Bhadreshkumar Jagdish Bhavsar	Not Applicable	No



XVIII. The percentage of the post-preferential issue capital that may be held by the Proposed Allottees (as defined hereinabove) and change in control, if any, in the Company consequent to the Preferential Issue:

Sr. No.	Proposed Allottees	Category	Pre issue shareholding		Warrants to be allotted	Shareholding post conversion of Warrants ^{Note 1}	
			No. of Shares	%		No. of Shares	%
1	Samrat Arvind Bumb	Non-Promoters, Public	Nil	0.00	750000	750000	6.80
2	Kratika Samrat Bumb	Non-Promoters, Public	Nil	0.00	75000	75000	0.68
3	Angiraben Ashokbhai Patel	Non-Promoters, Public	Nil	0.00	75000	75000	0.68
4	Arjal Ashokkumar Patel	Non-Promoters, Public	Nil	0.00	750000	750000	6.80
5	Rajnikant Somnathbhai Mistry	Non-Promoters, Public	Nil	0.00	425000	425000	3.85
6	Devrajbhai V Patel	Non-Promoters, Public	Nil	0.00	400000	400000	3.63
7	Jalpa Brijesh Patel	Non-Promoters, Public	Nil	0.00	425000	425000	3.85
8	Bhavyata Dharmik Nagariya	Non-Promoters, Public	Nil	0.00	400000	400000	3.63
9	Vora Hetalben Monilbhai	Non-Promoters, Public	Nil	0.00	50000	50000	0.45
10	Monil N Vora	Non-Promoters, Public	Nil	0.00	50000	50000	0.45
11	Molem Investment & Finance Private Limited	Non-Promoters, Public	Nil	0.00	750000	750000	6.80
12	Helly Raval	Non-Promoters, Public	Nil	0.00	250000	250000	2.27
13	Rajanikant Chandulal Shukla Huf	Non-Promoters, Public	Nil	0.00	450000	450000	4.08
14	Vimdip Arcade Private Limited	Non-Promoters, Public	Nil	0.00	500000	500000	4.53
15	Vimdip Consultancy Private Limited	Non-Promoters, Public	Nil	0.00	100000	100000	0.91
16	Sellwin Traders Limited	Non-Promoters, Public	Nil	0.00	500000	500000	4.53
17	Bhadreshkumar Jagdish Bhavsar	Non-Promoters, Public	Nil	0.00	50000	50000	0.45

Note: 1. The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares of the Company.

XIX. The proposed non-promoters allottees are relatives or related parties and, therefore, are considered as persons acting in concert. Their combined shareholding, post-issue, is as outlined in the table below:

Sr. No	Name of the Proposed Allottees [#]	Preferential Issue	Post Preferential Issue	
		Present Issue	No. of Shares	% of holding*
1	Samrat Arvind Bumb	750000	825000	7.48
2	Kratika Samrat Bumb	75000		
3	Angiraben Ashokbhai Patel	75000		
4	Arjal Ashokkumar Patel	750000	825000	7.48
5	Vora Hetalben Monilbhai	50000		
6	Monil N Vora	50000		
7	Sellwin Traders Limited	500000	600000	5.44
9	Vimdip Arcade Private Limited	500000		
10	Vimdip Consultancy Private Limited	100000		

XX. Change in control, if any in the Company that would occur consequent to the preferential offer

There will be no change in the composition of the Board nor any change in the control of the Company consequent to the Proposed Preferential Issue.



XXI. Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects.

Nil

XXII. Undertaking

The Company hereby undertakes that:

- a) None of the Company, its directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations;
- b) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations;
- c) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable;
- d) The Company shall re-compute the price of the equity shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so;
- e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the warrant holder.

XXIII. Current and proposed status of the Proposed Allottees post the Preferential Issue viz. promoter or non-promoter.

Current and proposed status of the Proposed Allottees shall be classified under Non-Promoters Public Category.

XXIV. Valuation and Justification for the allotment proposed to be made for consideration other than cash.

Not applicable as the Company has not proposed to issue the Warrants for consideration other than cash.

XXV. Name and address of valuer who performed valuation

Mr. Dharmendra Takhatmal Dhelariya, Registered Valuer, Securities and Financial Assets, (Reg No: IBBI/RV/06/2019/11555) Address: A/201, Suryadeep Tower, Near Navneet Prakashan, Gurukul Road, Memnagar, Ahmadabad, Gujarat - 380052.

XXVI. Practicing Company Secretary's Certificate

The certificate from M/s. Ankur Gandhi & Associates, Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: <https://mideastportfolio.com/postall-ballot-notice/>

XXVII. Other disclosures

- a) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.



- b) The Company is eligible to make the Preferential Issue under Chapter V of the ICDR Regulations.
- c) The proposed allottee has not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.
- d) Neither the Company nor any of its directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its directors or Promoters is a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- e) Neither the Company nor any of its directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- f) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- g) No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company during the last one year.
- h) All the Equity Shares to be allotted pursuant to the exercise of the Warrants held by the Proposed Allottees in the Company will be in dematerialized form.
- i) Since the equity shares of the Company are listed on the Stock Exchanges and the allottee or allottees acting in concert have been issued more than 5% (five percent) of the post-issue fully diluted share capital of the Company through a preferential issue, a valuation report from an independent registered valuer is required in accordance with the provisions of the second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 and the applicable provisions of the SEBI ICDR Regulations. Accordingly, the Company has obtained a valuation report from Mr. Dharmendra Takhatmal Dhelariya, an independent registered valuer, for determining the price of the equity shares to be issued under the preferential allotment.
- j) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of equity shares under the Preferential Issue is for a cash consideration. The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottees have further confirmed that they are eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Warrants to the Proposed Allottees is being sought by way of a Special Resolution as set out in the Notice. Issue of the Equity Shares pursuant to the exercise of the rights attached to Warrants would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution accompanying Notice for approval by the Members of the Company as a Special Resolution.



Documents referred to in the Notice/ Explanatory Statement will be available for inspection by the Members of the Company as per applicable law.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out of this notice except and to the extent of their shareholding in the Company.

Item No 6:

On the recommendation of the Nomination & Remuneration Committee and pursuant to the provisions of Sections 197 and 198 of the Companies Act, 2013 ("Act") and all other applicable provisions, if any, the Board of Directors in its meeting held on July 15, 2025 had appointed Ms. Poonam Kishor Shah (DIN: 00027476) as Executive Director & Chief Financial Officer of the Company for three years w.e.f. 15th July, 2025 to 14th July, 2028, liable to retire by rotation, subject to the approval of the Members.

As an Executive Director, Ms. Poonam Kishor Shah holds office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as an Executive Director and Chief Financial Officer of the Company. However, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective January 01, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Ms. Poonam Kishor Shah has consented to act as Executive Director and Chief Financial Officer of the Company along with a declaration to the effect that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and has not been debarred or disqualified from being appointed or continuing as a Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Except Ms. Poonam Kishor Shah, None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Ordinary Resolution as set out at Item No. 6 of this notice except and to the extent of their shareholding in the Company.

The Board of Directors, therefore, recommends the resolution, as set out at Item No. 6 of this Notice, for the approval of the Members by way of Special Resolution.

A brief profile of Ms. Poonam Kishor Shah, in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the ICSI, has been provided as an Annexure I to this Notice.

Item No 7:

On the recommendation of the Nomination & Remuneration Committee and pursuant to the provisions of Section 149(6), 150 and 161 of the Companies Act, 2013 ("Act") and all other applicable provisions, if any, the Board of Directors in its meeting held on July 15, 2025 had appointed Ms. Rakhi Jayantilal Upadhyay (DIN: 09645180) as Additional Independent Director of the Company with effect from February 18, 2025, liable to retire by rotation, subject to the approval of the Members.

As an Additional Director, Ms. Rakhi Jayantilal Upadhyay holds office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as a Director of the Company. However, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective January 01, 2022, a listed entity



shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Ms. Rakhi Jayantilal Upadhyay has consented to act as Director of the Company along with a declaration to the effect that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and has not been debarred or disqualified from being appointed or continuing as a Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Except Ms. Rakhi Jayantilal Upadhyay, None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Ordinary Resolution as set out at Item No. 7 of this notice except and to the extent of their shareholding in the Company.

The Board of Directors, therefore, recommends the resolution, as set out at Item No. 7 of this Notice, for the approval of the Members by way of Special Resolution.

A brief profile of Ms. Rakhi Jayantilal Upadhyay, in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the ICSI, has been provided as an Annexure I to this Notice.

Item No 8:

On the recommendation of the Nomination & Remuneration Committee and pursuant to the provisions of Section 149(6), 150 and 161 of the Companies Act, 2013 ("Act") and all other applicable provisions, if any, the Board of Directors in its meeting held on July 15, 2025 had appointed Mr. Sandipbhai Pravinbhai Patel (DIN:10849576) as Additional Independent Director of the Company with effect from April 11, 2025, liable to retire by rotation, subject to the approval of the Members.

As an Additional Director, Mr. Sandipbhai Pravinbhai Patel holds office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as a Director of the Company. However, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective January 01, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Sandipbhai Pravinbhai Patel has consented to act as Director of the Company along with a declaration to the effect that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and has not been debarred or disqualified from being appointed or continuing as a Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Except Mr. Sandipbhai Pravinbhai Patel, None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Ordinary Resolution as set out at Item No. 8 of this notice except and to the extent of their shareholding in the Company.

The Board of Directors, therefore, recommends the resolution, as set out at Item No. 8 of this Notice, for the approval of the Members by way of Special Resolution.



A brief profile of Mr. Sandipbhai Pravinbhai Patel, in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the ICSI, has been provided as an Annexure I to this Notice.

Item No 9:

On the recommendation of the Nomination & Remuneration Committee and pursuant to the provisions of Section 149(6), 150 and 161 of the Companies Act, 2013 ("Act") and all other applicable provisions, if any, the Board of Directors in its meeting held on September 05, 2025 had re-appointed Mr. Shrikant Govind Nakhe (DIN:08489339) as Independent Director of the Company for second term with effect from 1st October, 2025, liable to retire by rotation, subject to the approval of the Members.

As an Independent Director, Mr. Shrikant Govind Nakhe holds office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as a Director of the Company. However, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective January 01, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Shrikant Govind Nakhe has consented to act as Director of the Company along with a declaration to the effect that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and has not been debarred or disqualified from being appointed or continuing as a Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Except Mr. Shrikant Govind Nakhe, None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Ordinary Resolution as set out at Item No. 9 of this notice except and to the extent of their shareholding in the Company.

The Board of Directors, therefore, recommend the resolution, as set out at Item No. 9 of this Notice, for the approval of the Members by way of Special Resolution.

A brief profile of Mr. Shrikant Govind Nakhe, in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the ICSI, has been provided as an Annexure I to this Notice.

Registered Office:
1/203, Vishal Complex,
Narsing Lane, Off. S.V. Road,
Malad (West),
Mumbai – 400 064
☎ 8879471948

By order of the Board

Sd/-
Kishor A. Shah
(Chairman & Managing Director)

Place: Mumbai
Date: 5th September, 2025



Details of Director are seeking appointment/ re-appointment in forthcoming Annual General Meeting in pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Annexure A

Name of Director	Mr. Kishor A Shah
DIN	00015575
Date of Birth	01/12/1947
Date of Appointment on the Board	13/08/1991
Expertise in specific functional area	Managing Investments and Consulting Services
Qualification	M.Com, I.C.W.A.
Relationship with other directors	Yes – with one director
Directorship in other limited companies	Nil
Membership of Committees in Other Public Limited Companies	Nil
Shareholding of Director in the Company	331,113 (6.58%) as on date

Annexure I

Details required in terms of Regulation 36(3) of SEBI (LODR) Regulations, 2015, read with Secretarial Standards on General Meetings are hereunder:

a. Details of appointment of Ms. Poonam Kishor Shah :

Particulars	Details
Name of Director	Ms. Poonam Kishor Shah
Reason for change, viz., appointment /resignation, removal, death or otherwise	Appointed as Executive Director and Chief Financial Officer (Subject to the approval of shareholders)
Date of appointment / cessation /-change	15 th July, 2025 to 14 th July 2028 (both days inclusive)
Terms of appointment	Three years
Brief profile (in case of appointment)	<p>Ms. Poonam Kishor Shah has 16+ years of extensive experience in financial services industry in Mumbai, India. She has been managing individual client accounts and providing equity broking services to NRIs. She excels at accounts management, valuation, research, and financial analysis.</p> <p>Ms. Poonam Kishor Shah has passed Level III exam of the CFA Institute, USA in 2017. She has done MBA, Finance from Zicklin School of Business, Baruch College, CUNY, New York, USA in 2007, Post Graduate Diploma in Family Business Management from Narsee Monjee Institute of Management Studies, Mumbai in 2005 & Bachelors in Management Studies from University Of Mumbai, Bhavans College, Mumbai, India in 2003.</p> <p>She holds certifications from NISM for:</p>



	<ul style="list-style-type: none"> ▪ Series-VII - Securities Operations & Risk Management Certification exam with 93.75% - certificate valid till August 18, 2025 ▪ Series-IX - Merchant Banking Certification exam with 83.75% - certificate valid till March 17, 2028
Disclosure of relationships between directors (in case of appointment of a director)	Daughter of Promoter Directors - Kishor A Shah & Jyoti K Shah
Disclosure of Debarment statement regarding appointment of Director	As confirmed by Ms. Poonam K Shah, she has not been restrained, debarred or disqualified from being appointed or continuing as a director of any company by the Securities and Exchange Board of India or Ministry of Corporate Affairs or any other Statutory Authorities. She is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013.

b. Details of appointment of Ms. Rakhi Jayantilal Upadhyay :

Particulars	Details
Name of Director	Ms. Rakhi Jayantilal Upadhyay
Reason for change, viz., appointment /resignation, removal, death or otherwise	Appointed as Additional Independent Director (Subject to the approval of shareholders)
Date of appointment / cessation /-change	15 th July, 2025 to 14 th July, 2026 (both days inclusive)
Terms of appointment	One year
Brief profile (in case of appointment)	Ms. Rakhi Upadhyay has graduated in science, majored in Microbiology, Genetics & Biochemistry in April 1994 from Mumbai University. She has working experience for than 25 years in the field of NPA Management, debt recovery, accountancy, client servicing and human resources. She is a people-oriented person with attention to detail, has systematic ways of working and good communication skills. She has successfully empaneled few nationalized and private sector banks to cater to their credit report requirements and service-related matters. She has also helped to design tailor-made specialized products like due diligence reports, reference check module, bank verification as per clients' requirements.
Disclosure of relationships between directors (in case of appointment of a director)	No Relation between Directors
Disclosure of Debarment statement regarding appointment of Director	As confirmed by Ms. Rakhi Jayantilal Upadhyay, she has not been restrained, debarred or disqualified from being appointed or continuing as a director of any company by the Securities and Exchange Board of India or



	Ministry of Corporate Affairs or any other Statutory Authorities. She is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013
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c. Details of appointment of Mr. Sandipbhai Pravinbhai Patel :

Particulars	Details
Name of Director	Mr. Sandipbhai Pravinbhai Patel
Reason for change, viz., appointment / resignation, removal, death or otherwise	Appointed as Additional Independent Director (Subject to the approval of shareholders)
Date of appointment / cessation / change	15 th July, 2025 to 14 th July, 2028 (both days inclusive)
Terms of appointment	Three years
Brief profile (in case of appointment)	Mr. Sandipbhai Pravinbhai Patel is a Practicing Chartered Accountant; He is proprietor of M/s S.P Patel & Co which is working for more than 8 years in the field of Company Audit, Tax Audit, Accounting, Bank Audit, GST Audit, Company Law Matters, Income Tax Matters, Sales Tax Matters, Transactional Audit etc. and valuation work.
Disclosure of relationships between directors (in case of appointment of a director)	No Relation between Directors
Disclosure of Debarment statement regarding appointment of Director	As confirmed by Mr. Sandipbhai Pravinbhai Patel, he has not been restrained, debarred or disqualified from being appointed or continuing as a director of any company by the Securities and Exchange Board of India or Ministry of Corporate Affairs or any other Statutory Authorities. He is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013

d. Details of appointment of Mr. Shrikant Govind Nakhe:

Particulars	Details
Name of Director	Mr. Shrikant Govind Nakhe
Reason for change, viz., appointment / resignation, removal, death or otherwise	Re-appointed as Independent (Subject to the approval of shareholders)
Date of appointment / cessation / change	1 st October 2025 to 30 th September, 2028 (both days inclusive)
Terms of appointment	Three years
Brief profile (in case of appointment)	Mr. Shrikant Nakhe, a Bachelor of Science in Chemistry, brings valuable expertise in business consultancy and networking. He has been a member of the Board since 24th September 2020, contributing strategic insights and industry connections
Disclosure of relationships between	No Relation between Directors



directors (in case of appointment of a director)	
Disclosure of Debarment statement regarding appointment of Director	As confirmed by Mr. Shrikant Govind Nakhe, he has not been restrained, debarred or disqualified from being appointed or continuing as a director of any company by the Securities and Exchange Board of India or Ministry of Corporate Affairs or any other Statutory Authorities. He is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013.

Annexure II

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, concerning the Appointment as per following:

a. Details of appointment of Secretarial Auditor M/s. VKM & Associates:

Particulars	Details
Name of Secretarial Auditor	M/s. VKM & Associates
Reason for change, viz., appointment/ /resignation, removal, death or otherwise	Re-appointment of M/s. VKM & Associates, Practicing Company Secretaries, Mumbai as Secretarial Auditors of the Company.
Date of appointment / re-appointment/ cessation / change	Re-appointed as Secretarial Auditors of the Company for FY 2025-2026
Terms of appointment	One year
Brief profile	VKM & Associates is a peer reviewed firm and engaged in practice from last 25 years in the field of Corporate Restructuring, Merger, ROC and BSE Compliance.
Disclosure of relationships between directors (in case of appointment of a director)	No Relation between Directors

Registered Office:

1/203, Vishal Complex,
Narsing Lane, Off. S.V. Road,
Malad (West),
Mumbai – 400 064
☎ 8879471948

By order of the Board

Sd/-
Kishor A. Shah
(Chairman & Managing
Director)

Place: Mumbai

Date: 5th September, 2025