MIDEAST PORTFOLIO MANAGEMENT LIMITED
CIN: L74140MH1991PLC062925
Regd Office:1-203, Vishal Complex, Narsing Lane, Off S. V. Road, Malad (W) Mumbai- 400064, Maharashtra, India
Corp Office: Shopper Plaza-4, S.F – 202, Opp. Telephone Exchange, Navrangpura, Ahmedabad-380009, Gujarat, India
☏ 8879471948 ✉ info@mideastportfolio.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("Rules"), General Circular No. 14/2020 dated April 8, 2020, the General Circular No.17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs (collectively referred to as "MCA Circulars"), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **("SEBI Listing Regulations")**, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), to transact the special businesses set out below and proposed to be passed by the members of **Mid East Portfolio Management Limited ("Company")**, by means of Ordinary/Special Resolutions through the process of by means of Postal Ballot, only by way of remote e-voting ("e-voting") process.

SPECIAL BUSINESSES

The members are requested to consider and if thought fit, pass the following resolution(s):

1. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY.

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 13, 15, 61, & 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized 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/- each and 2,00,000 (Two Lakh) Preference Shares of Rs.100/- each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V:

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"The Authorised Shares Capital of the Company is 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"

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) and/or the Company Secretary of the Company, be and is hereby severally authorized to take such steps as may be necessary and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution(s), on behalf of the Company."

2. 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 2,00,00,000 (Two Crore) warrants ("Warrants") at a price of INR.24 (Indian Rupees Twenty Four 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 INR10.00 (Indian Rupee Ten) each, aggregating upto INR.48,00,00,000 (Indian Rupees Forty Eight Crore 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.	Proposed Allottees	Category	No. of warrants to be allotted
1	Samrat Arvind Bumb	Non-Promoters, Public	900000
2	Kratika Samrat Bumb	Non-Promoters, Public	350000
3	Lalitkumar Ganpatbhai Darji	Non-Promoters, Public	350000
4	Hetalben Lalitbhai Darji	Non-Promoters, Public	350000
5	Shaileshkumar Ishwarlal Mehta Huf	Non-Promoters, Public	350000
6	Dipakkumar Ishwarlal Mehta Huf	Non-Promoters, Public	350000
7	Dharmendrakumar Babulal Babariya	Non-Promoters, Public	350000
8	Kusumben Dharmendra Babariya	Non-Promoters, Public	350000
9	Virajkumar Jitendrabhai Suthar	Non-Promoters, Public	350000
10	Amiben Jitendrakumar Suthar	Non-Promoters, Public	350000
11	Devilaben Mukeshbhai Patel	Non-Promoters, Public	350000
12	Patel Mayankkumar Dipakbhai	Non-Promoters, Public	350000
13	Angiraben Ashokbhai Patel	Non-Promoters, Public	350000
14	Arjal Ashokkumar Patel	Non-Promoters, Public	900000
15	Devrajbhai V Patel	Non-Promoters, Public	1000000
16	Jalpa Brijesh Patel	Non-Promoters, Public	1050000
17	Kunjadia Ayush	Non-Promoters, Public	125000
18	Kunjadia Yashaswee Mayurbhai	Non-Promoters, Public	100000
19	Meenaxi M Kunjadia	Non-Promoters, Public	600000
20	Maydeepsinh Jodha	Non-Promoters, Public	500000
21	Kuldeepsinh N Sarvaiya	Non-Promoters, Public	500000
22	Rajdeepsinh D Sarvaiya	Non-Promoters, Public	750000
23	Sarvaiya Meeraba Rajdeepsinh	Non-Promoters, Public	625000
24	Sarvaiya Dasrathsinh P	Non-Promoters, Public	750000
25	Vora Hetalben Monilbhai	Non-Promoters, Public	462500
26	Monil N Vora	Non-Promoters, Public	487500
27	Nileshbhai Jaysukhlal Shah	Non-Promoters, Public	100000
28	Shah Truptiben Nileshbhai	Non-Promoters, Public	100000

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29	Dharmik M Nagariya	Non-Promoters, Public	100000
30	Helly Raval	Non-Promoters, Public	500000
31	Leena Joshi	Non-Promoters, Public	750000
32	Rajanikant Chandulal Shukla Huf	Non-Promoters, Public	750000
33	Vimdip Arcade Private Limited	Non-Promoters, Public	1000000
34	Vimdeep Consultancy Private Limited	Non-Promoters, Public	1000000
35	Sellwin Traders Limited	Non-Promoters, Public	1970000
36	Wollance Enterprise Pvt Ltd	Non-Promoters, Public	750000
37	Mistry Ritesh Bhai	Non-Promoters, Public	30000

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 **Monday, 09th June 2025**, being the date that is 30 days prior to the last date of the E-Voting of Postal Ballot i.e. **Wednesday, 9th July, 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

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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

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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.

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,

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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."

For Mid-East Portfolio Management Limited

Managing Director
(Kishor Amichand Shah)
Din No: 00015575

NOTES

1. An explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013("Act") setting out the material facts concerning the businesses to be transacted is annexed hereto. The relevant details, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

2. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and Pursuant to the General Circular No. 14/2020 dated April 8, 2020, the General Circular No.17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms.
   The communication of the assent or dissent of the Members would only take place through the remote e-voting system. In compliance with the MCA Circulars, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / depository participant(s).

3. The Postal Ballot Notice will be sent to the Member(s) whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on **June 06, 2025**. The Postal Ballot Notice will be sent to the Members who have registered their e-mail IDs for receipt of documents in electronic form to their e-mail addresses registered with their Depository Participants/the Company's Registrar and Share Transfer Agent ("RTA"). For Members who have not registered their e-mail address so far, are requested to register their e-mail address by sending an e-mail to the Company/RTA directly.

4. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.

5. The Board of Directors ("The Board") has appointed Mr. Ankur Dineshchandra Gandhi, Practicing Company Secretaries (ACS:48016, COP No:17543), as the Scrutinizer, for conducting the postal ballot (remote e-voting) process in a fair and transparent manner.

6. Member(s) whose names appear on the Register of Members/List of Beneficial Owner(s) as on the **cut-off date i.e., June 06, 2025**, will be considered for the purpose of e-voting. A person who is not a Member on the Cut-off Date should treat this Notice for information purposes only.

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7. The voting period begins **from 9.00 a.m. (IST) on Tuesday, 10th June, 2025** and ends on **Upto 5.00 p.m. (IST) on Wednesday, 09th July, 2025**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., June 06, 2025 may cast their vote electronically. The e-voting module shall be disabled by Central Depository Services Limited (CDSL) for voting thereafter.

8. Contact details of the person responsible to address the queries / grievances connected with the voting by electronic means, if any: Ms. Payal Jain, Company Secretary, Mid East Portfolio Management Limited, 1/203, Vishal Complex, Narsing Lane, Off. S.V. Road, Malad (W), Mumbai, Maharashtra, 400064, Contact: 022-28240444 / 28216736, Email: info@mideastportfolio.com.

9. The Scrutinizer will collate the votes downloaded from the e-voting system to declare the result for each of the resolution forming part of the Notice of Postal Ballot. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

10. After collation of the votes downloaded from the e-voting system, the Scrutinizer will submit his/her report to the Authorised Person of the Board of Directors of the Company.

11. The result of the Postal Ballot would be announced by the Chairman or Executive Director or by any person as may be authorized by him on and before **Friday, July 11, 2025** and the same shall be communicated to the Stock Exchange, where shares of the Company are listed i.e. www.bseindia.com and displayed along with the Scrutinizer's Report on the Company's Website i.e. www.mideastportfolio.com and on the website of the Central Depository Services Limited i.e. www.evotingindia.com.

12. The resolutions, if approved, shall be deemed to have been passed on the last date of voting, i.e. Wednesday, 09th July, 2025.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

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Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is 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) Visit the e-Voting website of NSDL. Open web browser by typing the

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	following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website 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 Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.

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3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and 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.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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. • 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.

(ii) After entering these details appropriately, click on “SUBMIT” tab.

(iii) 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.

(iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(v) Click on the EVSN for the relevant **MID EAST PORTFOLIO MANAGEMENT LIMITED** on which you choose to vote.

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(vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(viii) 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.

(ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- 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.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively, Non-Individual shareholders are required mandatory 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 and to the Company at the email address viz; csankurgandhi@gmail.com and 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.

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PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

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EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013 read with rules made thereunder (the "Act") and SEBI ICDR Regulations)

Item No.1

It is proposed to increase the Authorised Share Capital of the Company from existing 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/- each and 2,00,000 (Two Lakh) Preference Shares of Rs.100/- each.

The increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company and pursuant to Section 13, 15 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing a Special Resolution to that effect.

The Board of Directors recommends the resolution at item no. 1 to be passed as Special Resolution.

None of the Directors/Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution(s) as mentioned at item no. 1 above, except to the extent of their shareholding, if any.

Item No. 2

The Board of Directors of the Company ("Board") at their meeting held on 07th June, 2025, approved raising of funds aggregating upto INR.48,00,00,000/- (Indian Rupees Forty Eight Crore Only) by way of issuance of upto 2,00,00,000 (Two Crore Only) warrants, each convertible into, or exchangeable for 1 (One) fully paid-up Equity Share of the Company of face value of INR.10/- each ("Warrants") at a price of INR.24/- (Indian Rupees Twenty Four only) 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.48,00,00,000/- (Indian Rupees Forty Eight Crore Only) by way of issuance of upto 2,00,00,000 (Two Crore Only) 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 a price of INR 24.00/- (Indian

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Rupees Twenty Four only) 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 expansion of portfolio management, Merchant Banking Services and financial advisory operations;
2. To investment in capital market instruments and other securities as permitted under its objects;
3. To meet the working capital requirements;
4. Technology upgradation, and infrastructure development;
5. General corporate purpose.

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	To expansion of portfolio management, Merchant Banking Services and financial advisory operations	500.00	Upto 1.5 Years from the Date of receipts of Fund
2	To investment in capital market instruments and other securities as permitted under its objects;	2,000.00	Upto 1.5 Year from the Date of receipts of Fund
3	Technology upgradation, and infrastructure development	500.00	Upto 1.5 Year from the Date of receipts of Fund
4	To meet the working capital requirements	800.00	Upto 1 Year from the Date of receipts of Fund
5	General corporate purpose	1,000.00	Upto 10 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.

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Our Company proposes to deploy the balance proceeds of the Preferential Issue, aggregating to 1,000.00 Lakhs, towards general corporate purposes as approved by our management from time to time, subject to such utilisation not exceeding 25% of the proceeds of the Preferential Issue, in compliance with applicable laws.

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 Decembers 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 **Monday, June 09, 2025** i.e. 30 (Thirty) days prior to the Last date of E-Voting of Postal Ballot i.e. **Wednesday, July 09, 2025.**

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

The Board, at its meeting held on June 07, 2025 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 2,00,00,000 Warrants to the Proposed Allottees, each at an issue price of INR.24/- per Warrant (including a premium of INR 14/- per Warrant), aggregating up to INR.48,00,00,000/- 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 2,00,00,000 Warrants, at an issue price of INR 24.00/- per Warrant (including a premium of INR 14.00/- per Warrant) aggregating up to INR 48,00,00,000/- 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 24.00/- (Indian Rupees Twenty-Four 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 17.23 (Indian Rupees Seventeen and twenty-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 23.15 (Indian Rupees Twenty-Three and Fifteen 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 24.00/- (Indian Rupees Twenty-Four 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

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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 registered Valuer Mr. Manish Santosh Buchasa, Registered Valuer, Securities and Financial Assets, (Reg No: IBBI/RV/03/2019/12235). 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/general-meeting-notices/.

VII. Amount which the company intends to raise by way of such securities

Upto INR 48,00,00,000 (Indian Rupees Forty-Eight Crore 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 INR.48,00,00,000/- by way of issuance of upto 2,00,00,000 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.24/- each payable in cash.

Minimum amount of INR 6.00/- (Indian Rupees Six 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.18.00/- (Indian Rupees Eighteen Only) per Warrant, which is equivalent to 75% (seventy five

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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

Except as following, none of the promoters, directors or key management personnel or their relative of the issuer intent to subscribe to the offer.

Sr. No.	Name of the Proposed Allottees	Maximum no. of Equity Shares proposed to be allotted	Category
1	Samrat Arvind Bumb	900000	Director
2	Kratika Samrat Bumb	350000	Relative of Director Mr. Samrat Bumb
3	Devrajbhai V Patel	1000000	Relative of Director Mr. Brijesh Patel
4	Jalpa Brijesh Patel	1050000	Relative of Director Mr. Brijesh Patel

Except aforesaid, none of the Directors or Key Managerial Personnel or their relative of the Company intend to subscribe to any of the securities proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

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.

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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 Shares	Percentage (%)	No. of Shares	Percentage (%)
		Pre-Holding 30.05.25		***Post-Holding**	
(A)	**Promoter and Promoter Group**				
1.	Indian	0	0	0	0
	Individuals/Hindu Undivided Family	1282513	25.50	1282513	5.12
	Bodies Corporate	-	-	-	-
	Sub Total(A)(1)	1282513	25.50	1282513	5.12
2.	Foreign	-	-	-	-
Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)		1282513	25.50	1282513	5.12
(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	2889209	57.44	16719209	66.80
	ii) Bodies Corporate	262900	5.23	4982900	19.91
	Non-Resident Indians	129733	2.57	129733	0.52
	Other (Clearing Members and HUF etc.)	465645	9.26	1915645	7.65
	Sub Total (B) (2)	**3747487**	**74.50**	**23747487**	**94.88**
Total Public Shareholding (B)=(B)(1) + (B)(2)		**3747487**	**74.50**	**23747487**	**94.88**
Total(A)+(B)		**5030000**	**100.00**	**25030000**	**100.00**

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

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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/- (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.

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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.	Details of Proposed allottee	Name of Ultimate Beneficial Owner of the Proposed Allottee	PAN no. of Ultimate Beneficial Owner	Change in control, if any
1	Samrat Arvind Bumb	Not Applicable	AKDPB7605F	No
2	Kratika Samrat Bumb	Not Applicable	ANGPN8375A	No
3	Lalitkumar Ganpatbhai Darji	Not Applicable	AYTPD7204Q	No
4	Hetalben Lalitbhai Darji	Not Applicable	CKXPD7208Q	No
5	*Shaileshkumar Ishwarlal Mehta Huf*	*Shailesh I Mehta*	*AQBPM2804R*	*No*
6	*Dipakkumar Ishwarlal Mehta Huf*	*Mehta Dipak Ishwarlal*	*AOFPM3610M*	*No*
7	Dharmendrakumar Babulal Babariya	Not Applicable	ASLPB7073M	No
8	Kusumben Dharmendra Babariya	Not Applicable	AWQPB2546Q	No
9	Virajkumar Jitendrabhai Suthar	Not Applicable	PFBPS9185H	No
10	Amiben Jitendrakumar Suthar	Not Applicable	GFBPS4006A	No
11	Devilaben Mukeshbhai Patel	Not Applicable	AVPPP2900E	No
12	Patel Mayankkumar Dipakbhai	Not Applicable	AMZPP9073D	No
13	Angiraben Ashokbhai Patel	Not Applicable	APOPP7175C	No
14	Arjal Ashokkumar Patel	Not Applicable	APOPP7251H	No
15	Devrajbhai V Patel	Not Applicable	AGMPP9180A	No
16	Jalpa Brijesh Patel	Not Applicable	ANCPP0918K	No
17	Kunjadia Ayush	Not Applicable	MTYPK1356G	No
18	Kunjadia Yashaswee Mayurbhai	Not Applicable	JINPK4620Q	No

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19	Meenaxi M Kunjadia	Not Applicable	ARCPK8758Q	No
20	Maydeepsinh Jodha	Not Applicable	AQUPJ7495E	No
21	Kuldeepsinh N Sarvaiya	Not Applicable	BOQPS2926L	No
22	Rajdeepsinh D Sarvaiya	Not Applicable	BLXPS1095N	No
23	Sarvaiya Meeraba Rajdeepsinh	Not Applicable	EOBPS5089N	No
24	Sarvaiya Dasrathsinh P	Not Applicable	BIHPS5828N	No
25	Vora Hetalben Monilbhai	Not Applicable	AKVPV7472Q	No
26	Monil N Vora	Not Applicable	AJPPV4024R	No
27	Nileshbhai Jaysukhlal Shah	Not Applicable	AGBPS8708G	No
28	Shah Truptiben Nileshbhai	Not Applicable	DOTPS4288L	No
29	Dharmik M Nagariya	Not Applicable	AJJPN1683N	No
30	Helly Raval	Not Applicable	CTJPR8495L	No
31	Leena Joshi	Not Applicable	ACJPJ1901G	No
32	*Rajanikant Chandulal Shukla Huf*	*Leena Joshi*	*ACJPJ1901G*	*No*
33	*Vimdip Arcade Private Limited*	*Vishal Darji*	*CDEPD9026Q*	*No*
34	*Vimdeep Consultancy Private Limited*	*Vishal Darji*	*CDEPD9026Q*	*No*
35	*Sellwin Traders Limited*	*Monil N Vora*	*AJPPV4024R*	*No*
36	*Wollance Enterprise Pvt Ltd*	*Jagdishkumar Patel*	*AIUPP1184C*	*No*
37	Mistry Ritesh Bhai	Not Applicable	BRZPM3353H	No

XVIII. The name of proposed allottees and percentage of the post-preferential issue capital that may be held by the Proposed Allottees (as defined hereinabove):

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	900000	900000	3.60
2	Kratika Samrat Bumb	Non-Promoters, Public	Nil	0.00	350000	350000	1.40
3	Lalitkumar Ganpatbhai Darji	Non-Promoters, Public	Nil	0.00	350000	350000	1.40
4	Hetalben Lalitbhai Darji	Non-Promoters, Public	Nil	0.00	350000	350000	1.40
5	Shaileshkumar Ishwarlal Mehta Huf	Non-Promoters, Public	Nil	0.00	350000	350000	1.40
6	Dipakkumar Ishwarlal Mehta Huf	Non-Promoters, Public	Nil	0.00	350000	350000	1.40
7	Dharmendrakumar Babulal Babariya	Non-Promoters, Public	Nil	0.00	350000	350000	1.40
8	Kusumben Dharmendra Babariya	Non-Promoters, Public	Nil	0.00	350000	350000	1.40
9	Virajkumar Jitendrabhai Suthar	Non-Promoters, Public	Nil	0.00	350000	350000	1.40

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10	Amiben Jitendrakumar Suthar	Non-Promoters, Public	Nil	0.00	350000	350000	1.40
11	Devilaben Mukeshbhai Patel	Non-Promoters, Public	Nil	0.00	350000	350000	1.40
12	Patel Mayankkumar Dipakbhai	Non-Promoters, Public	Nil	0.00	350000	350000	1.40
13	Angiraben Ashokbhai Patel	Non-Promoters, Public	Nil	0.00	350000	350000	1.40
14	Arjal Ashokkumar Patel	Non-Promoters, Public	Nil	0.00	900000	900000	3.60
15	Devrajbhai V Patel	Non-Promoters, Public	Nil	0.00	1000000	1000000	4.00
16	Jalpa Brijesh Patel	Non-Promoters, Public	Nil	0.00	1050000	1050000	4.19
17	Kunjadia Ayush	Non-Promoters, Public	Nil	0.00	125000	125000	0.50
18	Kunjadia Yashaswee Mayurbhai	Non-Promoters, Public	Nil	0.00	100000	100000	0.40
19	Meenaxi M Kunjadia	Non-Promoters, Public	Nil	0.00	600000	600000	2.40
20	Maydeepsinh Jodha	Non-Promoters, Public	Nil	0.00	500000	500000	2.00
21	Kuldeepsinh N Sarvaiya	Non-Promoters, Public	Nil	0.00	500000	500000	2.00
22	Rajdeepsinh D Sarvaiya	Non-Promoters, Public	Nil	0.00	750000	750000	3.00
23	Sarvaiya Meeraba Rajdeepsinh	Non-Promoters, Public	Nil	0.00	625000	625000	2.50
24	Sarvaiya Dasrathsinh P	Non-Promoters, Public	Nil	0.00	750000	750000	3.00
25	Vora Hetalben Monilbhai	Non-Promoters, Public	Nil	0.00	462500	462500	1.85
26	Monil N Vora	Non-Promoters, Public	Nil	0.00	487500	487500	1.95
27	Nileshbhai Jaysukhlal Shah	Non-Promoters, Public	Nil	0.00	100000	100000	0.40
28	Shah Truptiben Nileshbhai	Non-Promoters, Public	Nil	0.00	100000	100000	0.40
29	Dharmik M Nagariya	Non-Promoters, Public	Nil	0.00	100000	100000	0.40
30	Helly Raval	Non-Promoters, Public	Nil	0.00	500000	500000	2.00
31	Leena Joshi	Non-Promoters, Public	Nil	0.00	750000	750000	3.00
32	Rajanikant Chandulal Shukla Huf	Non-Promoters, Public	Nil	0.00	750000	750000	3.00
33	Vimdip Arcade Private Limited	Non-Promoters, Public	Nil	0.00	1000000	1000000	4.00
34	Vimdeep Consultancy Private Limited	Non-Promoters, Public	Nil	0.00	1000000	1000000	4.00
35	Sellwin Traders Limited	Non-Promoters, Public	Nil	0.00	1970000	1970000	7.87
36	Wollance Enterprise Pvt Ltd	Non-Promoters, Public	Nil	0.00	750000	750000	3.00
37	Mistry Ritesh Bhai	Non-Promoters, Public	Nil	0.00	30000	30000	0.12

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 below mentioned 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	900000	1250000	5.00
2	Kratika Samrat Bumb	350000		
3	Lalitkumar Ganpatbhai Darji	350000	700000	2.80
4	Hetalben Lalitbhai Darji	350000		
5	Shaileshkumar Ishwarlal Mehta Huf	350000	700000	2.80
6	Dipakkumar Ishwarlal Mehta Huf	350000		
7	Dharmendrakumar Babulal Babariya	350000	700000	2.80
8	Kusumben Dharmendra Babariya	350000		
9	Virajkumar Jitendrabhai Suthar	350000	700000	2.80
10	Amiben Jitendrakumar Suthar	350000		
11	Angiraben Ashokbhai Patel	350000	1250000	5.00
12	Arjal Ashokkumar Patel	900000		
13	Kunjadia Yashaswee Mayurbhai	100000	700000	2.80
14	Meenaxi M Kunjadia	600000		
15	Rajdeepsinh D Sarvaiya	750000	2125000	8.50
16	Sarvaiya Meeraba Rajdeepsinh	625000		
17	Sarvaiya Dasrathsinh P	750000		
18	Vora Hetalben Monilbhai	462500	2920000	11.67
19	Monil N Vora	487500		
20	Sellwin Traders Limited	1970000		
21	Nileshbhai Jaysukhlal Shah	100000	200000	0.80
22	Shah Truptiben Nileshbhai	100000		
23	Vimdip Arcade Private Limited	1000000	2000000	8.00
24	Vimdeep Consultancy Private Limited	1000000		

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. Manish Santosh Buchasa, Registered Valuer, Securities and Financial Assets, (Reg No: IBBI/RV/03/2019/12235) Address: 306, 3rd Floor, Part A, Gala Mart, Nr Sobo Centre, Before Safal Parisar, Above SBI/Union Bank/Hind mart, South Bopal, Ahmadabad, Gujarat - 380058.

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/general-meeting-notices/.

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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 proposed allottee has not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.

c) 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.

d) Neither the Company nor any of its directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

e) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.

f) No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company during the last one year.

g) 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.

h) 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.

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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.

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