



OWAIS METAL AND MINERAL PROCESSING LIMITED

(earlier known as Owais Ali Overseas Private Limited and Owais Metal and Mineral Processing Private Limited)

CIN: L14290MP2022PLC063833

C/o Sayyad Akhtar Ali, Vahid Nagar, Old Baipass Road, Ratlam- 457001, Madhya Pradesh, India

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NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) of Members of Owais Metal And Mineral Processing Limited (earlier known as Owais Ali Overseas Private Limited and Owais Metal and Mineral Processing Private Limited) will be held on Saturday, November 01, 2025 at 04:00 p.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business(s): -

SPECIAL BUSINESS

ITEM NO. 1: ISSUE OF EQUITY SHARES AND WARRANTS ON A PREFERENTIAL BASIS BY WAY OF PRIVATE PLACEMENT TO THE PROMOTERS AS WELL AS TO NON-PROMOTER PROPOSED ALLOTEES:

To consider and, if though fit, to pass, the following resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to (i) Sections 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, and any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s), or variation(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; (ii) the applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations”), (iii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), (iv) any other rules / regulations / guidelines, if any, prescribed by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”), the stock exchanges where the equity shares of Owais Metal And Mineral Processing Limited (the “Company”) are listed (“Stock Exchange”) and/or any other statutory / regulatory authority (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), (v) any statutory amendment(s), modification(s), variation(s) or enactment(s) or re-enactment(s) of the aforementioned statutes/regulations for the time being in force and other applicable procedural laws made under any of the above mentioned statutes/regulations in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; (vi) the memorandum and articles of association of the Company, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the board of directors of the Company (the “Board”, which term shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to raise, on the terms and conditions determined by the Board, a total amount of Rs. 50,07,47,400.00 (Rupees Fifty Crores Seven Lakhs Forty Seven Thousand and Four Hundred only), by way of offer, issue and allotment on a preferential basis, by way of private placement to promoters and the persons who are not the Shareholders of the Company (“Proposed Subscriber”), as follows:

- a) 2,58,000 (Two Lakhs Fifty-Eight Thousand Only) warrants (“Warrants”) of the Company, whereby each Warrant is convertible in to 1 (one) equity share of face value Rs. 10.00 (Rupees Ten only) (“Additional Equity Share”) at any time within 18 (eighteen) months from the date of allotment of the Warrants as per the ICDR Regulations, for cash consideration on a preferential basis, at a price of Rs. 470.00 (Rupees Four Hundred Seventy Only) per Warrant (including premium of Rs. 460.00 (Rupees Four hundred and sixty only).
- b) 8,07,420 (Eight Lakhs Seven Thousand Four Hundred and Twenty) Equity shares of the company of the face value of Rs. 10.00 (Rupees Ten only) each, each fully paid-up (“Equity Shares”) for cash consideration on a preferential basis, at a price of Rs. 470.00 (Rupees Four Hundred Seventy Only) per Equity Share (including premium of Rs. 460.00 (Rupees Four hundred and Sixty only) per Equity Share.

The aggregate of the Equity Shares and Warrants to be issued and allotted by the Company and subscribed to by the Proposed Subscribers shall be 5.54% (Five Point Five Four Percent), on a fully diluted basis as on the date of their allotment in accordance with the terms and conditions as may be approved by the Board, in accordance with the ICDR Regulations (as amended from time to time) and other applicable laws. The proposed issuance of Equity Shares and Warrants to the Proposed Subscriber shall be hereinafter referred to as the **“Proposed Investment”**.

RESOLVED FURTHER THAT, the “Relevant Date” for the determination of the issue price for the Equity Shares and the Warrants

(including the Additional Equity Shares) as per Regulation 161 of the ICDR Regulations is Wednesday, 1 October 2025, being 30 (thirty) days prior to the date of ensuing Extra-Ordinary General Meeting proposed to be held on Saturday, November 01, 2025. The floor price as determined in terms of Regulation 164(1) of the ICDR Regulations for the issuance of the Equity Shares is Rs. 470.00 (Rupees Four Hundred Seventy Only);

RESOLVED FURTHER THAT without prejudice to the generality of the above resolutions, the Equity Shares shall be subject to the terms and conditions as prescribed under the applicable laws, including but not limited to the following:

- a) the Equity Shares to be offered, issued and allotted shall be subject to the provisions of the Act and the ICDR Regulations;
- b) 100% of the consideration for the Equity Shares shall be received from the Proposed Subscriber on or before the date of allotment thereof;
- c) the consideration for allotment of Equity Shares shall be received from the bank account of the Proposed Subscriber;
- d) the Equity Shares shall be subject to the applicable laws as well as the memorandum of association and articles of the association of the Company and shall rank *pari passu* in all respects with the existing fully paid-up equity shares of face value of Rs. 10.00 (Rupees Ten only) each of the Company including with respect to entitlement to dividend, voting powers and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company;
- e) the Equity Shares to be allotted to the Proposed Subscribers shall be under lock-in as prescribed under the applicable provisions of the ICDR Regulations;
- f) the Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing of the special resolution. Notwithstanding the foregoing, if the allotment of the Equity Shares is subject to the receipt of any approval from any regulatory/statutory authority for such allotment including the In-principle Approval of the Stock Exchanges, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval;
- g) the Company shall procure the listing and trading approvals for the Equity Shares to be allotted to the Proposed Subscriber from the Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations; and
- h) the allotment of Equity Shares shall be made in dematerialized form.

RESOLVED FURTHER THAT, without prejudice to the generality of the above resolutions, the issue and allotment of the Warrants to the Proposed Subscriber shall be on the following terms and conditions as prescribed under applicable laws:

- (a) the Warrants to be offered, issued and allotted shall be subject to the provisions of the Act and the ICDR Regulations;
- (b) the Proposed Subscriber shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10.00 (Rupees Ten only) each within 15 (fifteen) days of such notice;
- (c) the Warrants and the Additional Equity Shares shall be subject to the applicable laws as well as the memorandum of association and articles of the association of the Company and the Additional Equity Shares when issued shall rank *pari passu* in all respects with the existing fully paid-up equity shares of face value of Rs. 10.00 (Rupees Ten only) each of the Company including with respect to entitlement to dividend, voting powers and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company.
- (d) an amount equivalent to 25% (twenty-five percent) of the price of each Warrant, calculated as of the “Relevant Date” shall be payable for such Warrant on or before the date of allotment of such Warrant (the “**Upfront Warrant Payment**”) and the balance 75% (seventy-five percent) of the price of each Warrant shall be paid on the exercise of the Warrant(s) by the Proposed Subscriber;
- (e) in the event that the Proposed Subscriber does not exercise the Warrants within a period of 18 (eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the Upfront Warrant Payment paid by the Proposed Subscriber on such Warrants shall stand forfeited by the Company, and the Company shall have no liability or obligations to allot any Additional Equity Shares to the Proposed Subscriber which corresponds to the unexercised Warrant or to return any part of the Upfront Warrant Payment;
- (f) the consideration for the issuance and allotment of the Warrants and the Additional Equity Shares shall be received from the bank account of the Proposed Subscribers;
- (g) 100% of the consideration for the Additional Equity Shares shall be received from the Proposed Subscribers, on or before the date of allotment thereof;
- (h) upon exercise of the Warrants by the Proposed Subscriber, the Company shall issue and allot appropriate number of Additional

Equity Shares and perform all such actions as are required to give effect to such issuance and allotment, including but not limited to delivering to the Proposed Subscriber, the evidence of the credit of such equity shares to the Proposed Subscriber's demat account and entering the name of the Proposed Subscriber in the records of the Company as the registered owner of such Additional Equity Shares. The amount paid against the allotment of the Warrants shall be adjusted/set-off against the balance consideration payable for the Additional Equity Shares issued on exercise of the Warrants by the Proposed Subscribers;

- (i) 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 per applicable law from time to time;
- (j) the Warrants by themselves, until exercise of the conversion option and allotment of Additional Equity Shares, do not give the Proposed Subscribers any rights akin to that of shareholder(s) of the Company including any voting rights;
- (k) the Warrants shall be allotted within a period of 15 (fifteen) days from the date of passing of the special resolution. Notwithstanding the foregoing, if the allotment of the Warrants is subject to the receipt of any approval from any regulatory/statutory authority for such allotment including the in-principle approval of the Stock Exchanges, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval;
- (l) the Company shall procure the listing and trading approvals for the Additional Equity Shares to be issued and allotted upon exercise of the Warrants from the Stock Exchange in accordance with the Listing Regulations and all other applicable laws, rules and regulations;
- (m) the allotment of the Additional Equity Shares shall be subject to the provisions of the memorandum and articles of association of the Company and shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company of face value Rs. 10.00 (Rupees Ten only) including dividend, voting powers and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company;
- (n) the Warrants and the Additional Equity Shares shall be locked-in as prescribed under the ICDR Regulations from time to time; and
- (o) the allotment of the Warrants and the Additional Equity Shares shall be made in dematerialized form.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make an offer to the Proposed Subscriber through the issuance of private placement offer letters in Form PAS-4 as prescribed under the Act after passing of this resolution with a stipulation that the allotment would be made only upon receipt of requisite approvals including the in-principle approval from the National Stock Exchange of India Limited receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the members do and hereby take note of the Certificate issued by practising as per Regulation 163(2) of the ICDR Regulations, certifying that the Proposed Investment is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT subject to the provisions of the ICDR Regulations and other applicable laws, the Board be and is hereby authorised to decide and approve the terms and conditions of the issuance of the Equity Shares, the Warrants and the Additional Equity Shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may, in its sole and absolute discretion, deem fit and expedient.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution and for the purpose of the issuance and allotment of the Equity Shares, Warrants and Additional Equity Shares and the listing of the Equity Shares and the Additional Equity Shares on Stock Exchange(s), the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its sole discretion consider necessary, desirable or expedient including making application to the Stock Exchange for obtaining in-principle approval, listing and trading approvals, filing of requisite documents/making declarations with the MCA, SEBI or any other statutory authority or Stock Exchanges and any other deed, document, declaration as may be required under the applicable laws, and to resolve and settle any questions and difficulties that may arise in the proposed issuance, offer and allotment of the Equity Shares, Warrants and Additional Equity Shares, the utilization of proceeds and signing of all deeds and documents, as may be required, without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT, any one of the Directors of the Company and the Company Secretary be and are hereby severally authorized to send the necessary intimations to the Stock Exchange in relation to this resolution, as may be required under the Listing Regulations, to make necessary filings with the Registrar of Companies, the Stock Exchanges and regulatory authorities, to execute any deeds and documents for an on behalf of the Company and represent the Company before any governmental authorities and to appoint other professional advisors, consultants and legal advisors to give effect to this resolution, and to do all such acts, deeds and things incidental for signing and filing of forms, payment of fees etc. and to do all such other acts, things and deeds, as may be required for the aforesaid purpose or other services as that may be necessary to give effect to the above resolutions;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds, matters and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchanges and regulatory authorities and execution of any deeds and documents for and on behalf of the Company and to represent the Company before any governmental authorities or Stock Exchanges and to appoint any merchant bankers or other professional advisors, consultants and legal advisors, to give effect to the aforesaid resolution.”

For OWAIS METAL AND MINERAL PROCESSING LIMITED
(earlier known as Owais Metal and Mineral Processing Private Limited
and Owais Ali Overseas Private Limited)

Sd/-
Saiyyed Owais Ali
Managing Director
DIN: 08291144

Place: Ratlam
Date: October 08, 2025

NOTES

1. Pursuant to the General Circular No. 09/2024 dated 19th September, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated 3rd October, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated 08th April, 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 EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Explanatory Statements pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 1 of the EGM Notice, is annexed hereto.
4. In compliance with the aforesaid MCA Circulars and SEBI Circular No SEBI/HO/CFD/CFD-PoD- 2/P/ CIR/2023/167 dated 07th October, 2023, and SEBI Circular No SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated 03rd October, 2024, Notice of the EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent / Depositories. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.ommpl.com. The Notice can also be accessed from the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and the EGM Notice is also available on the website of Bigshare (agency for providing the Remote e-Voting facility) i.e. <https://ivote.bigshareonline.com>.
5. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Bigshare for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM will be provided by Bigshare.

Remote E-voting: The remote e-voting period commences on Wednesday, October 29, 2025 from 9:00 a.m. and ends on Friday, October 31, 2025 at 5:00 p.m. During this period, the Members of the Company holding shares in physical form or in dematerialised form, as on the cut-off date, being Friday, October 24, 2025, may cast their vote by electronic means in the manner and process set out herein below. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
8. Facility of joining the EGM through VC/OAVM shall open 15 minutes before the scheduled time for commencement of the EGM and shall be closed after the expiry of 15 minutes after such scheduled time.

9. Those Members who are present in the Meeting through VC / OAVM and have not cast their vote on resolutions through remote e-voting, can vote through e-voting at the EGM. Members who have already cast their votes by remote e-voting are eligible to attend the EGM. However, those Members are not entitled to cast their vote again at the EGM.
10. The Board of Directors has appointed Heena Gulrajani & Associates, Practicing Company Secretary, (Certificate of Practice No.: 25423) as a scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
11. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon 3 unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password' option available on <https://ivote.bigshareonline.com> to reset the password.
12. The Scrutiniser shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make within two working days from the conclusion of EGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
13. The Results declared along with the Scrutiniser's Report(s) will be available on the website of the Company at www.ommpl.com and on website of Bigshare at <https://ivote.bigshareonline.com> and will also be communicated to the National Stock Exchange of India Limited within two working days from the conclusion of the EGM.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- i. The voting period begins on Wednesday, October 29, 2025 from 9:00 A.M. (IST) and ends on Friday, October 31, 2025 ends on 5:00 P.M. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, October 24, 2025 may cast their vote electronically. The e-voting module shall be disabled by Big share 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.
1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings 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	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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLoginThe 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 or joining virtual meeting & voting during the meeting.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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.com or call at 022- 48867000.
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2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “LOGIN” button under the ‘INVESTOR LOGIN’ section to Login on E-Voting Platform.
- Please enter you ‘USER ID’ (User id description is given below) and ‘PASSWORD’ which is shared separately on you register email id.
- Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.
- Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.
- Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on I AM NOT A ROBOT (CAPTCHA) option and login. NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘LOGIN’ under ‘INVESTOR LOGIN’ tab and then Click on ‘Forgot your password?’
- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘Reset’. (In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address). Voting method for shareholders on i-Vote E-voting portal:
- After successful login, Big share E-voting system page will appear.
- Click on “VIEW EVENT DETAILS (CURRENT)” under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “VOTE NOW” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “IN FAVOUR”, “NOT IN FAVOUR” or “ABSTAIN” and click on “SUBMIT VOTE”. A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “CHANGE PASSWORD” or “VIEW/ UPDATE PROFILE” under “PROFILE” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “REGISTER” under “CUSTODIAN LOGIN”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “User id and password will be sent via email on your registered email id”. NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/ or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘LOGIN’ under ‘CUSTODIAN LOGIN’ tab and further Click on ‘Forgot your password?’

- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘RESET. (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address). Voting method for Custodian on i-Vote E-voting portal:
- After successful login, Big share E-voting system page will appear.

Investor Mapping:

First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.

- Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).
- Click on upload document “CHOOSE FILE” and upload power of attorney (POA) or board resolution for respective investor and click on “UPLOAD”.

Note: The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “VOTE FILE UPLOAD” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “UPLOAD”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

4. Procedure for joining the AGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, Bigshare E-voting system page will appear.
- Click on “VIEW EVENT DETAILS (CURRENT)” under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to attend the AGM under the dropdown option.
- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “VIDEO CONFERENCE LINK” option.
- Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM are as under:-

- The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be 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 through e-Voting system in the AGM.

- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 01

The Equity Shares (defined below) of the Company are proposed to be issued to Saiyyed Owais Ali and Sayyad Akhtar Ali, a member of the Promoter Group of the Company (the “Proposed Subscriber”) and to other allottees belonging to Non-promoter category, by way of a preferential issuance through private placement in accordance with the provisions of Section 62 read with Section 23 and 42 of the Companies Act, 2013 (the “Companies Act”), the Companies (Share Capital and Debentures) Rules, 2014 (the “Share Capital Rules”), the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the “PAS Rules”) and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations”).

The issuance and allotment of the Equity Shares to the Proposed Subscriber, aggregating to 5.54% (Five Point Five Four Percent) of the total and paid up share capital of the Company, on a fully diluted basis, in accordance with the terms and conditions as may be approved by the board of directors of the Company (the “Board”) in accordance with the Companies Act, the ICDR Regulations and other applicable laws, shall hereinafter be referred to as the “Proposed Investment”.

1. Disclosures required to be made in terms of Rule 13 of the Share Capital Rules are given below:

Sr. No.	Requirement	Disclosure																																	
1	Objects of the issue	The purpose and objective of the fund raise being undertaken by way of the Proposed Investment is as follows: The company is expanding its operations by setting up 2 new plants for Manufacturing of Electrolytic Manganese Dioxide (EMD) and Precious Metal Recovery from Mining and Metal Waste. <table><tr><th>S. No.</th><th>Particulars</th><th>Estimated Amount of Deployment (INR up to)</th><th colspan="2">Tentative timelines for utilisation of issue proceeds from the date of receipt of funds</th></tr><tr><td>1.</td><td>Construction of factory building for Installation of Plant of Electrolytic Manganese Dioxide and Recovery of Precious Metal from Mining and Metal Waste.</td><td>49,200,000.00</td><td colspan="2">Prior to September 2026</td></tr><tr><td>2.</td><td>Purchase of Machinery and other equipment for Manufacturing of Electrolytic Manganese Dioxide.</td><td>229,237,769.00</td><td colspan="2">Prior to September 2026</td></tr><tr><td>3.</td><td>Purchase of Machinery and other Equipment's for Recovery of Precious Metal from Mining and Metal Waste.</td><td>200,762,231.00</td><td colspan="2">Prior to September 2026</td></tr><tr><td>4.</td><td>General Corporate Purpose</td><td>21,547,400.00</td><td colspan="2">Prior to September 2026</td></tr><tr><td></td><td>Total</td><td>500,747,400.00</td><td colspan="2"></td></tr></table>				S. No.	Particulars	Estimated Amount of Deployment (INR up to)	Tentative timelines for utilisation of issue proceeds from the date of receipt of funds		1.	Construction of factory building for Installation of Plant of Electrolytic Manganese Dioxide and Recovery of Precious Metal from Mining and Metal Waste.	49,200,000.00	Prior to September 2026		2.	Purchase of Machinery and other equipment for Manufacturing of Electrolytic Manganese Dioxide.	229,237,769.00	Prior to September 2026		3.	Purchase of Machinery and other Equipment's for Recovery of Precious Metal from Mining and Metal Waste.	200,762,231.00	Prior to September 2026		4.	General Corporate Purpose	21,547,400.00	Prior to September 2026			Total	500,747,400.00		
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4.	General Corporate Purpose	21,547,400.00	Prior to September 2026																																
	Total	500,747,400.00																																	
2	The total number of shares and other securities to be issued	Warrants: 2,58,000 (Two Lakhs Fifty-Eight Thousand Only) warrants (“Warrants”) of the Company, whereby each Warrant is convertible into 1 (one) equity share of face value Rs. 10.00 (Rupees Ten only) (“Additional Equity Share”) at any time within 18 (eighteen) months from the date of allotment of the Warrants as per the ICDR Regulations, for cash consideration on a preferential basis, at a price of Rs. 470.00 (Rupees Four Hundred Seventy Only) per Warrant (including premium of Rs. 460.00 (Rupees Four hundred and sixty only), in accordance with the relevant provisions of Chapter V of the ICDR Regulations, to the Proposed Subscriber (the “Warrants”) Equity Shares: 8,07,420 (Eight Lakhs Seven Thousand Four Hundred and Twenty) Equity shares of the company of the face value of Rs. 10.00 (Rupees																																	

		Ten only) each, each fully paid-up (“Equity Shares”) for cash consideration on a preferential basis, at a price of Rs. 470.00 (Rupees Four Hundred Seventy Only) per Equity Share (including premium of Rs. 460.00 (Rupees Four hundred and sixty only) per Equity Share, in accordance with the relevant provisions of Chapter V of the ICDR Regulations, to the Proposed Subscriber (the “Equity Shares”). The Equity Shares and the Warrants will aggregate to 5.54% (Five Point Five Four Percent) of the total and paid-up share capital of the Company, on a fully diluted basis, on the date of their allotment.
3	The price or price band at/within which the allotment is proposed	Warrants: Each Warrant is proposed to be issued at price of Rs. 470.00 (Rupees Four Hundred Seventy Only). Each Warrant is convertible into 1 (one) equity share of the Company of face value of Rs 10.00 (Rupees Two only) at a premium of Rs. 460.00 (Rupees Four hundred and sixty only) (each such equity shares to be issued on conversion of the Warrants, an “Additional Equity Share”). Equity Shares: Each Equity Share is offered at an issue price of Rs.470.00 having face value of Rs. 10.00 (Rupees Ten only) each and is proposed to be issued at a premium of Rs. 460.00 (Rupees Four hundred and sixty only) per such Equity Share.
4	Basis on which the price has been arrived at along with report of the Registered Valuer	Since the equity shares of the Company are frequently traded shares, the price at which each Equity Share and each Warrant is proposed to be issued is in accordance with the provisions of the ICDR Regulations and is higher than the prices computed in terms of the following: (a) The 90 trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, is Rs. 469.20 (Indian Rupees Four Hundred Sixty-Nine and Twenty Paise only) per Equity Share; or (b) The 10 trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, is Rs. 462.43 (Indian Rupees Four Hundred Sixty-Two and Forty-Three Paise only) per Equity Share
5	Relevant date with reference to which the price has been arrived at	The “Relevant Date” for the purpose of computation of the price in terms of Regulation 164(1) of the SEBI (ICDR) Regulations, 2018 shall be Wednesday, October 01, 2025, being the day preceding Thursday, October 02, 2025, which is a holiday (Gandhi Jayanti). The date of Thursday, October 02, 2025 is 30 days prior to the date of the Extra-Ordinary General Meeting of the Company scheduled to be held on Saturday, November 01, 2025. The “Cut-off-Date” in terms of the Valuation basis which the price of the Equity Shares has been determined is October 01, 2025
6	The class or classes of persons to whom the allotment is proposed to be made	The issuance and allotment of the Equity Shares is proposed to be made to the Proposed Subscribers. The Proposed Subscribers are from (i) member of the Promoter Group who is also shareholder of the Company (ii) non-promoter proposed allottees some of which are existing shareholders of the company who hold equity shares of the Company and some of proposed allottees aren’t members of the company as on date of this notice.
7	Intention of promoters, directors or key managerial personnel to subscribe to the offer	Two of the Proposed Subscribers are members of the Promoter Group of the Company and others are belonging to non-promoters category. None of the other Promoters of the Company or other members of the Promoter Group of the Company or the directors of the Company or the key managerial personnel of the Company propose to subscribe to the Equity Shares or the Warrants.
8	The proposed time within which the allotment shall be completed	The allotment of Equity Shares and Warrants will be completed within a period of 15 (fifteen) days from the date of passing of this resolution by the members of the Company. Provided that where the allotment is subject to receipt of any approval for such

		allotment from any regulatory/statutory authority including In principle approval from the National Stock Exchange of India Limited in relation to the Proposed Investment, the allotment will be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval(s).
9	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Please refer Annexure I
10	The change in control, if any, in the company that would occur consequent to the preferential offer	There will be no change in the control of the Company, as a result of the Proposed Investment.
11	The number of persons to whom allotment on a preferential basis has already been made during the year, in terms of number of securities as well as price	The Company has not made any allotment of any securities on a preferential basis in the financial year 2024 - 2025 and 2025 - 2026 (till date).
12	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not applicable since the issuance and allotment of the Equity Shares is being made for cash
13	The pre issue and post issue shareholding pattern of the company	Please see Annexure II.

2. Please see below the disclosures required to be made in terms of Rule 14 of the PAS Rules:

1	Particulars of the offer including date of passing of Board resolution	Please see line item 2 of Paragraph 2 above. The date of passing of the resolution of the Board approving the issuance of the Equity Shares and the Warrants is October 08, 2025
2	Kinds of securities offered and the price at which security is being offered	Please see line items 2 of Paragraph 3 above.
3	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Please see line items 3 and 4 of Paragraph 2 above.
4	Name and address of valuers who performed Valuation	A Certificate from Heena Gulrajani & Associates, Practicing Company Secretary, (Certificate of Practice No.: 25423), certifying that the issue of equity shares on preferential basis is being made in accordance with requirements of the Chapter V of the SEBI ICDR Regulations shall be available for inspection at the Registered Office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. (IST) to 5:00 P.M. (IST) up to the date of Extra Ordinary General Meeting.
5	Amount which the company intends to raise by way of such securities	The aggregate amount intended to be raised pursuant to the Proposed Investment is Rs. 50,07,47,400.00 (Rupees Fifty Crores Seven Lakhs Forty-Seven Thousand and Four Hundred only), in the following manner: Warrants: the consideration payable for the Warrants proposed to be issued to the Proposed Subscriber is Rs. 12,12,60,000 (Rupees Twelve Crore Twelve Lakhs Sixty Thousand Only) Equity Shares: the consideration payable for the Equity Shares proposed to be issued to the Proposed Subscriber is Rs. 37,94,87,400 (Rupees Thirty-Seven Crores Ninety-Four Lakhs Eighty-Seven Thousand and Four Only);
6	Material terms of raising such securities	Warrants: 1. Each Warrant is convertible into 1 (one) equity share of

		face value Rs. 10.00 (Rupees Ten only) (“Additional Equity Share”), in one or more tranches, within a period of 18 (eighteen) months from the date of allotment of the Warrants as per the ICDR Regulations by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. 2. The Warrants by themselves, until exercise of the conversion option and allotment of Additional Equity Shares, do not give the Proposed Subscriber any rights akin to that of shareholder(s) of the Company including voting rights. 3. An amount equivalent to 25% (twenty-five percent) of the price of each Warrant, calculated as of the “Relevant Date” shall be payable for such Warrant on or before the date of allotment of such Warrant (the “Upfront Warrant Payment”) and the balance 75% (seventy-five percent) of the price of each Warrant shall be paid on the exercise of the Warrant(s). 4. In the event that the Proposed Subscriber does not exercise the Warrants within a period of 18 (eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the Upfront Warrant Payment on such Warrants shall stand forfeited by the Company, and the Company shall have no liability or obligations to allot any Additional Equity Shares to the Proposed Subscriber which corresponds to the unexercised Warrant or to return any part of the Upfront Warrant Payment. Additional Equity Shares: The Additional Equity Shares when issued shall be pari passu in all respects with the existing fully paid-up equity shares of face value of Rs. 10.00 (Rupees Ten only) each of the Company including with respect to entitlement to dividend, voting powers and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company. Equity Shares: The Equity Shares shall be pari passu in all respects with the existing fully paid-up equity shares of face value of Rs 10.00 (Rupees Ten only) each of the Company including with respect to entitlement to dividend, voting powers and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company.
7	Proposed time schedule	As required under the ICDR Regulations, the Equity Shares shall be allotted by the Company within a period of 15 (fifteen) days from the date of passing of the resolution at this Extra Ordinary General Meeting of the Company. Provided that where the allotment is subject to receipt of any approval for such allotment from any regulatory/ statutory authority including in principle approval from Stock Exchanges for the Proposed Investment, the allotment will be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval(s). In accordance with applicable law, the tenure of the Warrants shall not exceed 18 (eighteen) months from the date of their issue and allotment; and if the option to be issued Additional Equity Shares by converting the Warrants is not exercised in accordance with its terms during such tenure, then the Warrants shall lapse and the consideration paid in respect of such Warrants shall stand forfeited, and the Proposed Subscriber shall have no claim in respect of such consideration.
8	Purposes or objects of offer	Please see line item 1 of Paragraph 2 above.

9	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	Two of the Proposed Subscriber is a member of the Promoter Group of the Company. The said Proposed Subscriber is subscribing to the Warrants for an aggregate cash consideration of Rs. 12,12,60,000/- (Rupees Twelve Crore Twelve Lakhs Sixty Thousand Only). No Promoter of the Company or other member of the Promoter Group of the Company is making any contribution either as part of the Proposed Investment or separately in furtherance of the objects of the Proposed Investment. The directors of the Company are not making any contribution either as part of the Proposed Investment or separately in furtherance of the objects of the Proposed Investment. of the Proposed Investment. No Promoter of the Company or other member of the Promoter Group of the Company is making any contribution either as part of the Proposed Investment or separately in furtherance of the objects of the Proposed Investment.
10	Principal terms of assets charged as securities:	Not Applicable

Disclosures required to be made in terms of Regulation 163(1) of the ICDR Regulations are given below:

Sr. No.	Requirement	Disclosure
1.	Objects of the issue	Please see line item 1 of Paragraph 2 above.
2.	Maximum number of specified securities to be issued	Please see line item 2 of Paragraph 2 above.
3.	Intent of the promoters, director or key managerial personnel of the issuer to subscribe to the offer	Please see line item 7 of Paragraph 2 above.
4.	Shareholding pattern of the issuer before and after the preferential issue	Please see Annexure II.
5.	Time frame within which the preferential issue will be completed	Please see line item 8 of Paragraph 2 above.
6.	The 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	Please see Annexure III.
7.	The percentage of post preferential issue capital that may be held by the allottee(s) and the change in control, if any, in the issuer consequent to the preferential issue.	Please see line items 9 and 10 of Paragraph 2 above.
8.	The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter	Please refer Annexure I

- Neither the Company nor the name of any Promoter of the Company nor the name of any member of the Promoter Group of the Company appears in the list of wilful defaulters categorized by any bank or financial institution or consortium thereof, and therefore, the Company is not required to submit the disclosures under Schedule VI of the ICDR Regulations.
- The Warrants are proposed to be issued to the Proposed Subscriber on the terms approved by the Board and are convertible into the Additional Equity Shares i.e., equity shares of face value of Rs. 10.00 (Rupees Ten only) each of the Company, and each such equity share to be issued at a premium of Rs. 460.00 (Rupees Four Hundred Sixty only) each.
- An amount equivalent to 25% (twenty-five percent) of the price of each Warrant, calculated as of the “Relevant Date”, shall be payable for such Warrant on or before the date of allotment of such Warrant and the balance 75% (seventy-five percent) of the price of each Warrant shall be paid at the time of exercise of the Warrants.
- The Proposed Subscriber shall be entitled to exercise the Warrants in 1 (one) or more tranches, prior to the expiry of 18 (eighteen) months from the date of allotment of the Warrants. If the Warrants are not exercised within such 18 (eighteen) month timeline, the Warrants shall lapse, and the amount paid by the Proposed Subscriber shall stand forfeited by the Company and the Company shall have no liability or obligations to allot any Additional Equity Shares which correspond to the unexercised Warrants or return any part of the Upfront Warrant Payment.
- Lock-in Period: The Equity Shares, the Warrants and the Additional Equity Shares shall be subject to ‘lock-in’ as prescribed

under the applicable provisions of the ICDR Regulations.

8. The Company is in compliance with the conditions of continuous listing of equity shares as specified in the Listing Agreement with the stock exchange(s) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
9. The Company has obtained the Permanent Account Numbers of the Proposed Subscriber, i.e., the proposed allottee to whom the Equity Shares and the Warrants are proposed to be allotted.
10. The Company shall make an application to the Stock Exchanges for seeking their in-principle approval for the Proposed Investment.
11. No Promoter of the Company or member of the Promoter Group of the Company including the Proposed Subscribers has sold any equity shares of the Company during the 90 (ninety) trading days period before the “Relevant Date”.
12. No Promoter of the Company or member of the Promoter Group of the Company has subscribed to warrants of the Company previously and has failed to exercise them and therefore the Promoters of the Company and the members of the Promoter/Promoter Group of the Company are not ineligible to be issued ‘specified securities’ on a preferential basis in terms of Regulation 159(2) of the ICDR Regulations.
13. The Proposed Subscriber is not a ‘qualified institutional buyer’.

Undertakings:

- (a) None of the Promoters of the Company or the members of the Promoter Group of the Company or directors of the Company or proposed allottees are a fugitive economic offender or a wilful defaulter or a fraudulent borrower.
- (b) The Company shall re-compute the price of the relevant securities to be allotted under this preferential allotment in terms of the provisions of ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the ICDR Regulations.
- (c) As the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days as on the Relevant Date, the provisions of Regulation 164(3) and Regulation 167(5) of ICDR Regulations governing re-computation of price shall not be applicable.
- (d) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the relevant securities to be allotted under the preferential allotment shall continue to be locked-in till the time such amount is paid by the Proposed Subscriber.
- (e) The Company does not have any outstanding dues to SEBI, the stock exchanges or the depositories.
14. In terms of the Act and the ICDR Regulations, approval of the members of the Company is being sought by way of a Special Resolution for the issuance of Equity Shares and Warrants, on a preferential basis by way of a private placement.
15. The Company has obtained a certificate dated October 08, 2025 issued Practicing Company Secretaries, certifying that the Proposed Investment is being made in accordance with the ICDR Regulations, as required under Regulation 163(2) of the ICDR Regulations. This certificate is available to the members of the Company for inspection electronically from the date of circulation of this notice up to the date of the Extra-Ordinary General Meeting. The same is available on the website of the Company.
16. Pursuant to the Proposed Investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.
17. The Board hereby recommends the resolution, as set forth in Item No. 1 of this Notice, for approval by the members of the Company by way of a “Special Resolution”.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Saiyyed Owais Ali, Saiyyed Murtuza Ali Sayyad Akhtar Ali and Saiyyed Neha Ali are concerned or interested in this resolution.

Annexure I

The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them

Sr. No.	Proposed Subscriber	Class	Security Issued	Pre-Issue		Issue		Post-Issue			
								Post allotment Equity shares		Post conversion of Warrants^	
				No.	%	No.	%	No.	%	No.	%
1	Sayyad Akhtar Ali	Promoter	Warrant	1,70,000	0.93	2,13,000	1.11	1,70,000	0.93	2,13,000	1.11
2	Saiyyed Owais Ali	Promoter	Warrant	1,31,04,348	72.07	45,000	0.23	1,31,04,348	72.07	45,000	0.23
3	1955 Venture Fund	Public	Equity	-	-	42,700	0.22	42,700	0.22	-	-
4	Nav Capital VCC- Nav Capital Emerging Star Fund	Public	Equity	-	-	1,28,000	0.67	1,28,000	0.67	-	-
5	Rohit Ramanlal Golecha	Public	Equity	-	-	21,300	0.11	21,300	0.11	-	-
6	Vikas Navratanmal Ganna	Public	Equity	-	-	6,500	0.03	6,500	0.03	-	-
7	Maya Sharma	Public	Equity	-	-	2,200	0.01	2,200	0.01	-	-
8	Shanay Sharad Gala	Public	Equity	-	-	2,200	0.01	2,200	0.01	-	-
9	Yogesh Wadhvana	Public	Equity	-	-	2,200	0.01	2,200	0.01	-	-
10	Visisth Services Limited	Public	Equity	14,000	0.08	26,700	0.14	40,700	0.21	-	-
11	Shashank Kishan Shetty	Public	Equity	100	0.00	2,200	0.01	2,300	0.01	-	-
12	Ratanchand M	Public	Equity	-	-	2,200	0.01	2,200	0.01	-	-
13	Gautamchand Jain	Public	Equity	-	-	2,200	0.01	2,200	0.01	-	-
14	Navbharat Investment Opportunities Fund	Public	Equity	-	-	65,000	0.34	65,000	0.34	-	-
15	Siddhant Bang	Public	Equity	-	-	2,200	0.01	2,200	0.01	-	-
16	N Rajesh HUF	Public	Equity	-	-	20,000	0.10	20,000	0.10	-	-
17	Harichand Mohanchand	Public	Equity	5,400	0.03	5,000	0.03	10,400	0.05	-	-
18	Padamkumar Ramchandra Soni	Public	Equity	4,800	0.03	10,000	0.05	14,800	0.08	-	-
19	Shankesh Vijayakumar HUF	Public	Equity	-	-	10,000	0.05	10,000	0.05	-	-
20	Panna Gunchandra Mehta	Public	Equity	-	-	10,800	0.06	10,800	0.06	-	-
21	NPRS Financial Services Private Limited	Public	Equity	-	-	10,800	0.06	10,800	0.06	-	-
22	Hemang Dinesh Shah	Public	Equity	-	-	5,500	0.03	5,500	0.03	-	-
23	Manoj Murjibhai	Public	Equity	-	-	43,000	0.22	43,000	0.22	-	-

	Chheda										
24	Bhavin Ajit Dedhia	Public	Equity	-	-	26,700	0.14	26,700	0.14	-	-
25	Bhavin Ajit Dedhia (HUF)	Public	Equity	-	-	26,700	0.14	26,700	0.14	-	-
26	Nitin Trambaklal Sanghavi	Public	Equity	-	-	10,800	0.06	10,800	0.06	-	-
27	Rajnikant Meghji Shah	Public	Equity	-	-	5,500	0.03	5,500	0.03	-	-
28	Vardhman Kothari	Public	Equity	500	0.00	5,320	0.03	5,820	0.03	-	-
29	Ujjwal Jhabak	Public	Equity	56,300	0.31	6,500	0.03	62,800	0.33	-	-
30	Anindita Agrawal	Public	Equity	-	-	6,500	0.03	6,500	0.03	-	-
31	Chirag Kothari	Public	Equity	-	-	3,200	0.02	3,200	0.02	-	-
32	Arpit Jiwani	Public	Equity	-	-	2,200	0.01	2,200	0.01	-	-
33	Gurpreet Singh Ahuja	Public	Equity	100	0.00	2,200	0.01	2,300	0.01	-	-
34	Kunal Burad	Public	Equity	-	-	2,200	0.01	2,200	0.01	-	-
35	Ceramet Consultants Private Limited	Public	Equity	1,600	0.01	5,500	0.03	7,100	0.04	-	-
36	Asha Arun Patankar	Public	Equity	-	-	5,500	0.03	5,500	0.03	-	-
37	Nav Ratan Bhaiya	Public	Equity	-	-	10,800	0.06	10,800	0.06	-	-
38	Mohammed Husain Dariwala	Public	Equity	-	-	5,500	0.03	5,500	0.03	-	-
39	Swapnil Jatin Shah	Public	Equity	-	-	5,000	0.03	5,000	0.03	-	-
40	Malav Prakashkumar Shah	Public	Equity	-	-	5,000	0.03	5,000	0.03	-	-
41	VN Tradelink	Public	Equity	-	-	5,000	0.03	5,000	0.03	-	-
42	Akash Kumar Sohanraj	Public	Equity	-	-	6,500	0.03	6,500	0.03	-	-
43	Rushabh N Shah	Public	Equity	-	-	16,000	0.08	16,000	0.08	-	-
44	D Prakash Devi	Public	Equity	-	-	10,800	0.06	10,800	0.06	-	-
45	Mi Lifestyle Marketing Global Private Limited	Public	Equity	13,000	0.07	10,800	0.06	23,800	0.12	-	-
46	S S Khetpalia Finance & Investments	Public	Equity	-	-	10,800	0.06	10,800	0.06	-	-
47	Sunil Sitaram Desai	Public	Equity	-	-	3,200	0.02	3,200	0.02	-	-
48	Prithish Garg	Public	Equity	-	-	10,000	0.05	10,000	0.05	-	-
49	K. Navin Sethia	Public	Equity	-	-	5,500	0.03	5,500	0.03	-	-
50	Pavan P Sethia	Public	Equity	-	-	5,500	0.03	5,500	0.03	-	-
51	Trinity Associates	Public	Equity	-	-	10,800	0.06	10,800	0.06	-	-
52	MKCA Capital Ventures LLP	Public	Equity	-	-	2,000	0.01	2,000	0.01	-	-
53	Anshul Rai	Public	Equity	-	-	10,800	0.06	10,800	0.06	-	-
54	Ansh Bardia	Public	Equity	200	0.00	2,200	0.01	2,400	0.01	-	-

55	Naveen Surana	Public	Equity	-	-	5,500	0.03	5,500	0.03	-	-
56	Garima Dengla	Public	Equity	-	-	5,500	0.03	5,500	0.03	-	-
57	Arun Inderchand Bohra	Public	Equity	-	-	5,500	0.03	5,500	0.03	-	-
58	Mahendra Bohra	Public	Equity	-	-	5,500	0.03	5,500	0.03	-	-
59	Deepak Solanki	Public	Equity	-	-	5,500	0.03	5,500	0.03	-	-
60	Aarti Mittal	Public	Equity	-	-	10,800	0.06	10,800	0.06	-	-
61	Pawan Pagaria	Public	Equity	3,200	0.02	5,500	0.03	8,700	0.05	-	-
62	Deepak B Menda	Public	Equity	-	-	4,400	0.02	4,400	0.02	-	-
63	Trisha Reddy Chittamuru	Public	Equity	-	-	4,400	0.02	4,400	0.02	-	-
64	Rajendra Prasad Rungta	Public	Equity	-	-	5,500	0.03	5,500	0.03	-	-
65	Dinesh Pukhraj Talera	Public	Equity	-	-	5,500	0.03	5,500	0.03	-	-
66	Kanakray Hiralal Thaker	Public	Equity	-	-	10,800	0.06	10,800	0.06	-	-
67	Mohit Prakash Munot	Public	Equity	14,300	0.08	6,500	0.03	20,800	0.11	-	-
68	Alpesh Rajesh Modi	Public	Equity	2,500	0.01	6,500	0.03	9,000	0.05	-	-
69	Vimura's Family Private Trust	Public	Equity	-	-	10,800	0.06	10,800	0.06	-	-
70	Suryatej Advisors LLP	Public	Equity	-	-	10,800	0.06	10,800	0.06	-	-
71	Anuj Mittal	Public	Equity	-	-	2,200	0.01	2,200	0.01	-	-
72	Paras Kumar	Public	Equity	-	-	10,800	0.06	10,800	0.06	-	-
73	Amit Kumar Damani	Public	Equity	-	-	5,500	0.03	5,500	0.03	-	-
74	Anushree Manoj Mimani	Public	Equity	-	-	5,500	0.03	5,500	0.03	-	-
75.	Gautam Chandrakant Munot	Public	Equity	16,000	0.09	6,500	0.03	22,500	0.12	-	-
76.	Vinod Chajjed	Public	Equity	-	-	2,200	0.01	2,200	0.01	-	-

Note: The pre-issue Shareholding is as per the shareholding as on October 03, 2025.

^The shareholding of the Proposed Subscriber post exercise of Warrants as shown is calculated assuming full exercise of the Warrants and consequent allotment of Equity Shares to the Proposed Subscriber and assuming no increase or decrease in total share capital of the Company has occurred in the interim of the subscription to the Warrants and their conversion into Equity Shares

Annexure II

The pre issue and post issue shareholding pattern of the company

Sr. No.	Category of Shareholders	Pre-Preferential Issue Shareholding Pattern		Preferential Issue		Post Preferential Issue Shareholding Pattern (Proposed)^	
		No.	%	No.	%	No.	%
A.	Promoter and Promoter Group						
A1	Indian						
a	Individuals / Hindu Undivided Family	1,32,75,198	73.01	2,58,000	1.34	1,35,33,198	70.31
b	Any Other (Specify)	-	-	-	-	-	-
A1	Sub Total	1,32,75,198	73.01	2,58,000	1.34	1,35,33,198	70.31
A2	Foreign	-	-	-	-	-	-
	A= A1 + A2	1,32,75,198	73.01	2,58,000	1.34	1,35,33,198	70.31
B	Public						
B1	Institutions						
B2	Institutions (Domestic)	1,16,000	0.64	65,000	0.34	181,000	0.94
B3	Institutions (Foreign)	63,500	0.35	128,000	0.67	191,500	0.99
B4	Central Government / State Government(s) / President of India	-	-	-	-	-	-
B5	Non-Institutions						
a	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	25,97,300	14.28	3,20,020	1.66	29,17,320	15.16
b	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	7,01,800	3.86	1,17,700	0.61	8,19,500	4.26
c	Non-Resident Indians (NRIs)	3,64,700	2.01			3,64,700	1.89
d	Body Corporates	7,91,400	4.35	27,100	0.14	8,18,500	4.25
e	Any Other (specify)	2,72,500	1.50	1,49,600	0.78	4,22,100	2.19
B5	Sub- Total	47,27,700	26.00	6,14,420.00	3.19	53,42,120	27.75
	B= B1+B2+B3+B4+B5	49,07,200	26.99	8,07,420	4.19	57,14,620	29.69
C	Non-Promoter/ Non- Public	-	-	-	-	-	-
	Grand Total(A+B+C)	1,81,82,398	100.00	10,65,420	5.54	1,92,47,818	100.00

Note: The pre-issue Share Holding Pattern is as per the shareholding pattern as on September 30, 2025.

^The shareholding of the Proposed Subscriber post exercise of Warrants as shown is calculated assuming full exercise of the Warrants and consequent allotment of Equity Shares to the Proposed Subscriber and assuming no increase or decrease in total share capital of the Company has occurred in the interim of the subscription to the Warrants and their conversion into Equity Shares

Annexure II

The 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 the Proposed Allottee	No. of Share	Ultimate Beneficial Owner
1	1955 Venture Fund	42,700	Jinendra G
2	Nav Capital VCC- Nav Capital Emerging Star Fund	1,28,000	Veerendra Kedarnath Chandalada
3	Navbharat Investment Opportunities Fund	65,000	Vineet Arora
4	N Rajesh HUF	20,000	N Rajesh Kumar
5	Shankesh Vijayakumar HUF	10,000	Shankesh Vijayakumar
6	NPRS Financial Services Private Limited	10,800	Pankaj Kumar Jha
7	Bhavin Ajit Dedhia (HUF)	26,700	Bhavin Ajit Dedhia
8	Ceramet Consultants Private Limited	5,500	Aniket Gore
9	VN Tradelink	5,000	Malab Prakashkumar Shah
10	Mi Lifestyle Marketing Global Private Limited	10,800	Viresh Natwarlal Mehta
11	S S Khetpalia Finance & Investments	10,800	Sunil Khetpalia
12	Trinity Associates	10,800	Fathailal Kailash Sancheti
13	MKCA Capital Ventures LLP	2,000	Shweta Kataria and Mukesh Kataria
14	Vimura's Family Private Trust	10,800	Universal Trustees Private Limited
15	Suryatej Advisors LLP	10,800	Girish Nilkanth Kulkarni