

MUNOTH CAPITAL MARKET LIMITED

Registered Office: Shanti Nivas, Opp. Shapath - V, Nr. Karnavati Club, S. G. Road, Ahmedabad, Gujarat – 380 058, India, **CIN:** L99999GJ1986PLC083614,

Phone No. +91-79-26937954,

Email: munoth@gmail.com, **Website:** www.munoth.com.

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given to the members of **Munoth Capital Market Limited** (the “**Company**”) (CIN: L99999GJ1986PLC083614) that pursuant to the applicable provisions of the Companies Act, 2013 (the “**Act**”) and the rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standard – 2 on general meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), (including any statutory modification or re-enactment thereof, for the time being in force), circulars issued by Ministry of Corporate Affairs (“**MCA**”) and other applicable laws and regulations, the Extra-Ordinary General Meeting of the members of the Company (“**EGM**”) will be held on **Wednesday, 31st January, 2024** at 11:00 a.m. at the registered office of the Company at Shanti Nivas, Opp. Shapath-V, Nr. Karnavati Club, S. G. Road, Ahmedabad, Gujarat – 380 058, India to transact the following business: -

1. TO ISSUE AND ALLOT 1,75,000 (ONE LAKH SEVENTY-FIVE THOUSAND) EQUITY SHARES ON PREFERENTIAL BASIS TO A PROMOTER AND PROMOTER GROUP 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 23 (1) (b), 42, 62 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), as amended, read with 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), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**SEBI ICDR Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), each 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 (“**MCA**”), the Reserve Bank of India, the Securities and Exchange Board of India (“**SEBI**”), BSE Limited and / or any other statutory / regulatory authorities (hereinafter referred to as “**Applicable Regulatory Authorities**”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required from applicable Regulatory Authorities (including the Stock Exchange) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which may be agreed by the Board of Directors (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), the consent and approval of the Members be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, issue, offer and allot upto 1,75,000 equity shares at a price of Rs. 75.00 per equity share (including premium of Rs. 70.00 per equity share), aggregating upto Rs. 1,31,25,000 (Rupees One Crore Thirty-One Lakhs Twenty-Five Thousand Only) to M/s. Symphony Investments Pvt Ltd (Promoter Group Entity) (“**Investor**”) for cash consideration by way of a preferential issue on a private placement basis (“**Preferential Issue**”), and on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI ICDR Regulations and other applicable laws.

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RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Investor under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) An amount equivalent to 100% of the total consideration for the equity shares will be payable at the time of allotment of the equity shares, as prescribed by Regulation 169 of the ICDR Regulations.
- b) The consideration for allotment of equity shares shall be paid to the Company from the bank accounts of the Proposed Allottee.
- c) The equity shares shall be locked in as per the provisions of Regulation 167 of Chapter V of SEBI ICDR Regulations relating to preferential issue.
- d) The equity shares shall rank pari-passu in all respects including as to dividend with the existing fully paid-up equity shares of face value Rs. 5.00/- each of the Company.
- e) The equity shares will be listed and traded on the stock exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
- f) The equity shares shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of equity shares is subject to receipt of any approval or permission from applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.
- g) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determination of issue price for the Preferential Issue of the equity shares shall be Monday, 1st January, 2024 ("**Relevant Date**"), which is 30 days prior to the date of the extra-ordinary general meeting i.e. Wednesday, 31st January, 2024, on which this special resolution is proposed to be passed.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name(s) of the proposed allottee(s) be recorded for the issuance of invitation to subscribe to the equity shares and a Private Placement Offer cum Application Letter in Form No.PAS-4 be issued to the proposed allottee(s) inviting it to subscribe to the equity shares and the terms and conditions stated therein and the consent of members be and is hereby accorded to the Board to issue the same.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) 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 and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient

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in connection with the Preferential Issue, apply to Stock Exchange for obtaining in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to 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, as it may deem fit in its absolute direction, to any committee of the Board or any director(s) or Company Secretary or any officer(s) of the Company or other authorized persons to give effect to the aforesaid resolution including opening of one or more bank accounts in the name of the Company for this purpose.

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

Registered Office:

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S. G. Road, Ahmedabad, Gujarat – 380 058, India.

By Order of the Board
For Munoth Capital Market Ltd

Place: Ahmedabad

Date: 5th January, 2024

Siddharth S. Jain
Managing Director
DIN: 00370650

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Notes:

- 1) The Explanatory Statement, pursuant to Section 102 of the Act (as amended from time to time) for the resolution mentioned above forms part of this notice.
- 2) **IN TERMS OF SECTION 105 OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND, ON A POLL, VOTE INSTEAD OF HIMSELF, SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding 50 (Fifty) and holding in aggregate not more than ten (10) per cent of the total share capital of the Company. In case proxies proposed to be appointed by a Member holding more than ten (10) percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any such other person or shareholder.

A Proxy form is annexed to this Notice. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution / authority letter, as applicable. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the meeting.

Any unstamped or inadequately stamped Proxy Forms or Proxy Forms upon which the stamps have not been cancelled will be treated as invalid.

- 3) Since the resolution as set out in the notice are being conducted through e-voting and ballot paper, hence, the said resolutions will not be decided on a show of hands during the EGM.
- 4) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote on their behalf at the meeting, to the Scrutinizer by e-mail to csgauravbachani@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- 5) Members / Proxies / Authorised Representatives are requested to bring their duly filled Attendance Slip together with their copy of the Notice to the Meeting. Documents referred to in the notice / explanatory statement will be available for inspection by the Members of the Company at the registered office of the Company during the business hours on any working day between 11.00 AM to 5.00 PM up to the date of EGM. Members while visiting Registered Office for inspection are requested to carry a valid identity proof such as PAN Card / Passport / Aadhaar Card / Driving License for identification.
- 6) In accordance with the provisions of the Act, read with relevant rules framed thereunder and SEBI Listing Regulations, the Notice of EGM are being sent by e-mail address to the Members who have registered their e-mail address with the Company/Depository Participant(s) for communication purposes, unless any Member has requested for a physical copy of the same. Members who have not registered their email addresses so far are requested to register them for receiving all communication from the Company electronically.

Notice of EGM of the Company will also be available on the website of the Company at www.munoth.com and on the website of stock exchange i.e. BSE Limited at www.bseindia.com, and on the website of NSDL: <https://www.evoting.nsdl.com/>. for download. Even after registering for e-communication, members are entitled to receive such communication in physical form,

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upon making the request for the same. For any communication, the shareholders may send requests to the following investor' e-mail at info@munoth.com.

- 7) Members holding shares in physical form are requested to promptly notify in writing any change in their address, details relating to nomination, e-mail address etc. to Purva Shareregistry (India) Pvt. Ltd., Registrar and Share Transfer Agent (“**Registrar**”). Members holding shares in electronic form are requested to notify the change in above particulars directly to their Depository Participant(s).
- 8) SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their self-attested PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their self-attested PAN details to the Company / Registrar. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., with their DPs / Registrar as the case may be.
- 9) A Route Map showing directions to reach to the venue of the EGM is annexed as per the requirement of the Secretarial Standards – 2 on “General Meetings.”
- 10) Members desiring any information as regards to the proposed resolution are requested to write to the Company at least 10 working days before the EGM by mentioning their Name, Demat Account Number / Folio Number, e-mail address, mobile number so as to enable the management to keep the information ready at the time of meeting.
- 11) **PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS:**

- a) Pursuant to provisions of Section 108 of the Act read with Rule 20 of The Companies (Management and Administration) Rules, 2014, each as amended, Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide its members the facility of remote e-voting in respect of the business to be transacted at the EGM. The Company has availed services of National Securities Depository Limited (“**NSDL**”) 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 during the EGM will be provided by NSDL.

The facility for voting, through ballot paper, shall be made available at the venue of EGM and the members attending the EGM who have not cast their votes by remote e-voting shall be able to exercise their right at the EGM through ballot paper. Members who have cast their votes by remote e-voting prior to the EGM may attend the EGM but shall not be entitled to cast their vote again. The instructions for e-voting are as under:

- b) Voting rights of the Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Wednesday, 24th January, 2024 (“**Cut-off date**”). Only those Members whose names are recorded in the Register of Members of the Company or the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting as well as voting during the EGM on the Resolutions set forth in this Notice.
- c) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for remote e-voting or voting during the EGM. A person who is not a member as on the Cut-off date should treat this notice for information purposes only. Once the Member casts a vote on the resolution, such Member shall not be allowed to change it subsequently.

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- d) The Company has appointed Mr. Gaurav Bachani, proprietor of M/s Gaurav Bachani & Associates, Practising Company Secretary to act as the Scrutinizer for conducting the remote e-voting process as well as the voting process during the EGM, in a fair and transparent manner.
- e) The Scrutinizer shall, immediately after the conclusion of the meeting, would count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any person authorised by him, who shall counter sign the same.
- f) The result will be declared within two working days on receipt of Scrutinizers Report. The results declared along with the scrutinizer's report will be available on the website of the Company (www.munoth.com) and on the website of agency (www.evoting.nsdl.com). The Company shall simultaneously forward the results to BSE where the equity shares of the Company are listed.

12) THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM ARE AS UNDER:

- a) The remote e-voting period commences at Saturday, 10:00 a.m. on 27th January, 2024 and ends at 5:00 p.m. on Tuesday, 30th January, 2024. During this period the shareholders of the Company holds shares as on the cut-off date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- b) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- c) The process and manner for e-voting are as under:

1. Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ul style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. If you are not registered for IDeAS e-Services, option to register is

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	<p>available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user 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 the e-Voting service provider for casting your vote during the remote e-Voting period & 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. 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. 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

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	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) 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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period & 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. NSDL and CDSL.

Login type	Helpdesk details
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 022 - 4886 7000 and 022 - 2499 7000
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

2. Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- 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, your Password / OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

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b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- e) Password details for shareholders other than Individual shareholders are given below:
1. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 2. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 3. How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
- f) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
1. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 2. Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 3. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 4. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- g) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- h) Now, you will have to click on "Login" button.
- i) After you click on the "Login" button, home page of e-Voting will open.

3. How to cast your vote electronically on NSDL e-Voting system?

- a) After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

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- b) Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.
- c) Now you are ready for e-Voting as the Voting page opens.
- d) Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- e) Upon confirmation, the message “Vote cast successfully” will be displayed.
- f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- g) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- 1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to munoth@gmail.com.
- 2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID+CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to munoth@gmail.com If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- 3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

13) General Instructions:

- a) 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 five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details / Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- b) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in
- c) Only those Members who will be present in the EGM and have not cast their vote on the resolution through remote e-voting and otherwise not barred from doing so shall be eligible to vote through e-voting system available during the EGM.
- d) Mr. Siddharth S. Jain, Managing Director of the Company, shall be responsible for addressing all the grievances in relation to this EGM including e-voting. The contact details are munoth@gmail.com.

MUNOTH CAPITAL MARKET LIMITED

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Phone No. +91-79-26937954,

Email: munoth@gmail.com, **Website:** www.munoth.com.

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

As required by Section 102 of the Act, and the SEBI ICDR Regulations, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated 5th January, 2024:

Item No. 1:

The Board of Directors of the Company ("**Board**") at its meeting held on Friday, 5th January, 2024, subject to the approval of the Members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, approved to create, offer, issue and allot, by way of preferential issue on a private placement basis, in accordance with Sections 23 (1) (b), 42 and 62 (1) (c) and other applicable provisions of the Act and 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 SEBI ICDR Regulations and the SEBI Listing Regulations, as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis to M/s. Symphony Investments Pvt Ltd (Promoter Group Entity).

The Board, pursuant to its resolution passed on 5th January, 2024, has approved the preferential issue of 1,75,000 equity shares at a price of Rs. 75.00 per equity share (including premium of Rs. 70.00 per equity share) ("**Issue Price**"), and consequently, recommends the resolution as set out above to be passed by the Members through a special resolution. The issue price for the issue of the shares on a preferential basis under the applicable provisions of the SEBI ICDR Regulations is Rs. 75.00 per equity share.

The relevant disclosures in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Act read with the rules issued thereunder, are set forth below:

i) PARTICULARS OF THE PREFERENTIAL ISSUE INCLUDING DATE OF PASSING OF BOARD RESOLUTION:

The Board of Directors at its meeting held on Friday, 5th January, 2024 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of 1,75,000 Equity Shares of the face value of Rs. 5.00 only per equity share, at a price of Rs. 75.00 per Equity Share (including premium of Rs. 70.00 per Equity Share), aggregating up to Rs. 1,31,25,000 (Rupees One Crore Thirty-One Lakhs Twenty-Five Thousand Only) to the Investor, for cash consideration, by way of a preferential issue on a private placement basis.

ii) KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH SECURITY IS BEING OFFERED, AND THE TOTAL / MAXIMUM NUMBER OF SECURITIES TO BE ISSUED:

1,75,000 equity shares of the face value of Rs. 5.00 only per equity share of the Company, at a price of Rs. 75.00 (including a premium of Rs. 70.00) per equity share aggregating up to Rs. 1,31,25,000 (Rupees One Crore Thirty-One Lakhs Twenty-Five Thousand Only), such

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price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

iii) BASIS ON WHICH THE PRICE HAS BEEN ARRIVED AT AND JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY):

The Company's equity shares are traded on the BSE Limited. The equity shares of the Company are infrequently traded in terms of the SEBI ICDR Regulations. As a result, the Company has taken a valuation report from the Registered Valuer. According to the valuation report, the floor price of equity shares is Rs. 73.00 (Rupees Seventy-Three Only), and the price was calculated using a combination of the Net Asset Method, Discounted Cash Flow Method, Market Price Method, and Comparable Market Multiple Method. A copy of the valuation report dated Friday, 5th January, 2024 shall be available for inspection by the Members of the Company at the registered office of the Company during the business hours on any working day between 11.00 AM to 5.00 PM up to the date of EGM.

The price per equity shares to be issued pursuant to the Preferential Issue is fixed at Rs. 75.00 (Rupees Seventy-Five Only), being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

iv) NAME AND ADDRESS OF THE VALUER WHO PERFORMED VALUATION OF THE SECURITY OFFERED:

The valuation of the equity shares has been carried out by Mr. Mohit Jayeshbhai Solanki, Chartered Accountant and IBBI Registered Valuer, [Reg No. IBBI/RV/06/2022/14822] having its correspondence address at 608, Satyamev Elite, Bopal Ambli T Circle, Bopal, Ahmedabad, Gujarat – 380 058, India. The Pricing shall be as per Regulation 165 of SEBI ICDR Regulations and pursuant to Companies (Share Capital and Debentures) Rules, 2014 as amended. The valuer has issued a valuation report is dated 5th January, 2024.

v) AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SUCH SECURITIES:

Aggregating up to Rs. 1,31,25,000 (Rupees One Crore Thirty-One Lakhs Twenty-Five Thousand Only).

vi) PURPOSE / OBJECTS OF THE PREFERENTIAL ISSUE AND AGGREGATE AMOUNT PROPOSED TO BE RAISED:

The Company proposes to raise an amount aggregating to Rs. 1,31,25,000 (Rupees One Crore Thirty-One Lakhs Twenty-Five Thousand Only) through the Preferential Issue. The proceeds of the Preferential Issue shall be utilized for prepayment of secured / un-secured borrowings of the Company, working capital requirement and other general corporate purposes of the Company.

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vii) RELEVANT DATE:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the issue price for the Preferential Issue is **Monday, 1st January, 2024**, being the 30 days prior to the date of this Extra-Ordinary General Meeting (EGM) i.e. Wednesday, 31st January, 2024.

viii) THE CLASS OR CLASSES OF PERSONS TO WHOM THE ALLOTMENT IS PROPOSED TO BE MADE:

The Preferential Issue of equity shares is proposed to be made to M/s. Symphony Investments Pvt Ltd belonging to Promoter Group Entity of the Company.

ix) INTENT OF THE PROMOTERS, DIRECTORS OR KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT OF THE COMPANY TO SUBSCRIBE TO THE PREFERENTIAL ISSUE:

M/s. Symphony Investments Pvt Ltd belonging to Promoter group only intends to subscribe to the offer. None of the other Promoters, Directors or Key Managerial Personnel or Senior Management or their relatives intend to subscribe to any equity shares pursuant to the Preferential Issue.

x) PROPOSED TIME FRAME WITHIN WHICH THE PREFERENTIAL ISSUE SHALL BE COMPLETED:

As required under the SEBI ICDR Regulations, the equity shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this special resolution, provided that where the allotment of the proposed equity shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

xi) PRINCIPAL TERMS OF ASSETS CHARGED AS SECURITIES:

Not applicable.

xii) SHAREHOLDING PATTERN OF THE COMPANY BEFORE AND AFTER THE PREFERENTIAL ISSUE:

Sr. No.	Category	Pre-Issue		Post-Issue	
		No. of shares held	% of Shareholding	No. of shares held	% of Shareholding
A.	Promoters' Holding:				
1.	Indian:				
	Individual / HUF	16,78,572	18.67	16,78,572	18.31
	Bodies Corporate	48,45,600	53.89	50,20,600	54.77
	Sub Total A1:	65,24,172	72.56	66,99,172	73.09

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2.	Foreign:	0	0.00	0	0.00
	Sub Total A:	65,24,172	72.56	66,99,172	73.09
B.	Non-Promoters' Holding:				
1.	Institutions:				
2.	Non-Institutions:				
	Individual / HUF	24,66,641	27.44	24,66,641	26.91
	Bodies Corporate	186	0.00	186	0.00
	Non-Resident Indians	1	0.00	1	0.00
	Sub Total B:	24,66,828	27.44	24,66,828	26.91
	Grand Total (A + B)	89,91,000	100.00	91,66,000	100.00

xiii) MATERIAL TERMS OF RAISING SUCH SECURITIES:

The equity shares to be issued and allotted by the Company in the manner aforesaid shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company and be listed on stock exchange where the equity shares of the Company are listed.

xiv) 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 PRICE:

During the year, no preferential allotment of equity shares has been made to any person as of the date of this Notice.

xv) IDENTITY OF THE NATURAL PERSONS WHO ARE THE ULTIMATE BENEFICIAL OWNERS OF THE EQUITY SHARES PROPOSED TO BE ALLOTTED AND / OR WHO ULTIMATELY CONTROL THE PROPOSED ALLOTTEES:

Identity of the allottee and the percentage of post preferential issue capital that may be held by them:

Name of the proposed allottee	Category	Present pre-issue shareholding		Post issue shareholding		Ultimate beneficial-owners
		Pre-issue holding	% of total equity capital	Post issue holding	% of total equity capital	
M/s. Symphony Investments Pvt Ltd (PAN: AAEC54423L)	Promoter Group	1,44,000	1.60	3,19,000	3.48	Mr. Shantilal Misrimal Jain (Holding 50% share capital of proposed allottee), Mrs. Bhavridevi Shantilal Jain and Mr. Siddharth Shantilal Jain (holding 25% share capital of proposed allottee)

xvi) THE CHANGE IN CONTROL, IF ANY, IN THE COMPANY THAT WOULD OCCUR CONSEQUENT TO THE PREFERENTIAL ISSUE, AND THE PERCENTAGE OF POST PREFERENTIAL ISSUE CAPITAL THAT MAY BE HELD BY THE ALLOTTEE:

There will be no change in control in the Company consequent to the completion of the Preferential Issue to the Investor. The percentage of post preferential issue capital that will be held by the Investor shall be 3.48%.

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xvii) CONTRIBUTION BEING MADE BY THE PROMOTERS OR DIRECTORS EITHER AS PART OF THE PREFERENTIAL ISSUE OR SEPARATELY IN FURTHERANCE OF OBJECTS:

Other than M/s. Symphony Investments Pvt Ltd (Promoter Group Entity), no contribution is intended to be made by Promoter or Directors of the Company, as part of the Preferential Issue or separately in furtherance of objects.

xviii) VALUATION AND JUSTIFICATION FOR THE ALLOTMENT PROPOSED TO BE MADE FOR CONSIDERATION OTHER THAN CASH:

Not Applicable

xix) LOCK-IN PERIOD:

The Equity Shares to be allotted on a preferential basis shall be locked-in for such period as specified under Regulations 167 of the SEBI ICDR Regulations.

xx) THE CURRENT AND PROPOSED STATUS OF THE ALLOTTEE(S) POST PREFERENTIAL ISSUE NAMELY, PROMOTER OR NON-PROMOTER:

Name of the Proposed allottee	Current status of the proposed allottee	Proposed status of the Proposed allottee post the preferential issue
M/s. Symphony Investments Pvt Ltd	Promoter Group Entity	Promoter Group Entity

Currently, M/s. Symphony Investments Pvt Ltd holding 1,44,000 Equity Shares of the Company as on date of this Notice.

xxi) UNDERTAKINGS:

- Neither the Company nor its promoters nor its directors have been identified as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013 or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India and/or SEBI ICDR Regulations. None of the promoters and directors of the Company have been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.
- The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- 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.
- The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- 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 Allotment shall continue to be locked-in till the time such amount is paid by the allottees.
- The Company is in compliance with the conditions for continuous listing of Equity

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Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

- g) 100 per cent of the Preferential Allotment Price shall be payable at the time of application to the Equity Shares.

xxii) COMPANY SECRETARY'S CERTIFICATE:

The certificate from Mr. Gaurav Bachani, Proprietor of M/s Gaurav Bachani & 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 can also be accessed on the website of the company at www.munoth.com

xxiii) OTHER DISCLOSURES:

- a) During the period from 01st April, 2023 until the date of Notice of this EGM, the Company has not made any preferential issue of Equity Shares.
- b) Since the Equity Shares of the Company are listed on the stock exchanges and the Preferential Issue is not more than 5%, report of the registered valuer is not required under the provisions of second proviso to Rule 13 (1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations.
- c) 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.
- d) M/s. Symphony Investments Pvt Ltd has confirmed that it has not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date. M/s. Symphony Investments Pvt Ltd has further confirmed that the Investor shall be an entity eligible under SEBI ICDR Regulations to undertake the preferential issue.
- e) This preferential issue is not resulting into allotment of more than five per cent. of the post issue fully diluted share capital of the company, to an allottee or to allottees acting in concert.

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 Equity Shares to Investor is being sought by way of a special resolution as set out in the said item no. 1 of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorized 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 at Item No.1 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

MUNOTH CAPITAL MARKET LIMITED

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Except Mr. Shantilal Misrimal Jain, Mr. Siddharth Shantilal Jain and Mrs. Bhavridevi Shantilal Jain, Directors, to the extent of their shareholding as well as their directorship in the allottee Company, no other Directors and Key Managerial Personnel or their relatives are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No.1 of this notice.

Registered Office:

Shanti Nivas, Opp. Shapath -V, Nr. Karnavati Club,
S. G. Road, Ahmedabad, Gujarat – 380 058, India.

By Order of the Board
For Munoth Capital Market Ltd

Place: Ahmedabad

Date: 5th January, 2024

Siddharth S. Jain
Managing Director
DIN: 00370650

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ATTENDANCE SLIP

Folio No. / DP ID & Client ID: _____

No. of shares held: _____

Name and Address of the First Shareholder
(IN BLOCK LETTERS) _____

Name(s) of the Joint Holder(s), if any: _____

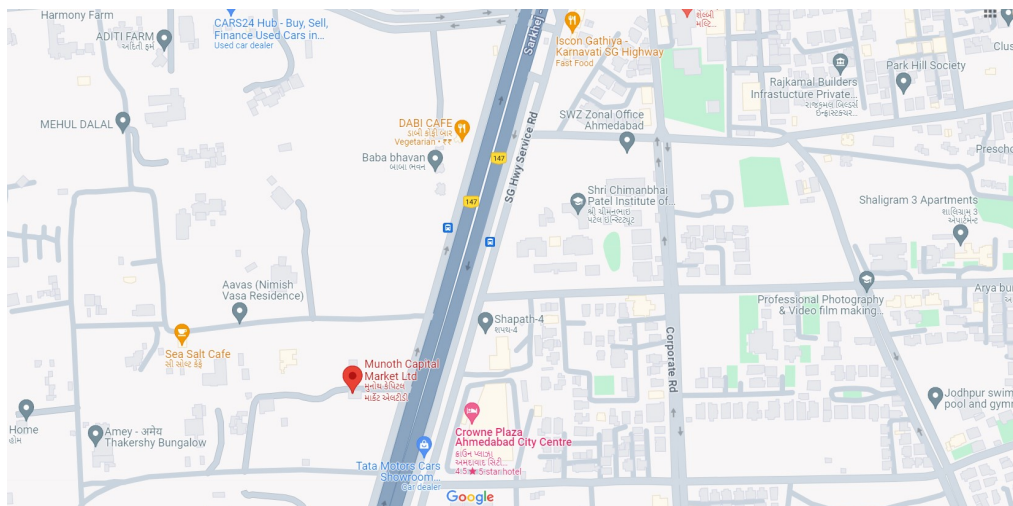
I / We hereby record my / our presence at the Extra-Ordinary General Meeting of the members of the Company to be held on Wednesday, 31st January, 2024 at 11:00 a.m. at Registered Office of the Company at Shanti Nivas, Opp. Shapath-V, Nr. Karnavati Club, S. G. Road, Ahmedabad, Gujarat – 380 058, India,

Full name of Proxy / Authorised Representative	
Member's / Proxy's / Authorised Representative's Signature	

Notes:

- 1) A Member / Proxy / Authorised Representative needs to furnish duly signed 'Attendance Slip' along with a valid Identity proof such as PAN Card, Passport, Aadhaar-Card or Driving License at the entrance of the meeting hall.
- 2) Shareholders are requested to indicate their Folio No., DP ID*, Client ID*, the Change in their address, if any, to the Registrar & Share Transfer Agents, at Purva Sharegistry (India) Pvt. Ltd.

Route Map to the venue of the Extra-Ordinary General Meeting as per Secretarial Standard-2 Prominent Land Mark of the Venue



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FORM NO. MGT-11 PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rule 2014

Name of the Member(s)	
Registered Address	
E-Mail ID	
Folio No. / Client ID / DP. ID	Folio No. _____ CDSL: _____ NSDL: DPID _____, Client ID: _____
No. of Shares	

I / we, being the member(s) of the above-named company, hereby appoint: **

(1) Name: _____, Address: _____

Email ID: _____, Signature: _____ or Failing him / her:

(2) Name: _____, Address: _____

Email ID: _____, Signature: _____ or Failing him / her:

(3) Name: _____, Address: _____

Email ID: _____, Signature: _____ or Failing him / her:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra-Ordinary General Meeting of the Company, to be held at Shanti Nivas, Opp. Shapath-V, Nr. Karnavati Club, S. G. Road, Ahmedabad, Gujarat – 380 058, India, on Wednesday, 31st January, 2024, at 11:00 a.m., and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above proxy to vote in the manner as indicated in the box below:

Resolution No.	Particulars of Resolution	Optional**	
		For	Against
1.	To issue and allot 1,75,000 (One Lakh Seventy-Five Thousand) equity shares on preferential basis to a promoter group of the company.		

Signed this _____, day of _____ 2024

Signature of Shareholder _____

Signature of Proxy holder (s) _____

Affix
One Re.
Revenue
Stamp

MUNOTH CAPITAL MARKET LIMITED

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Email: munoth@gmail.com, **Website:** www.munoth.com.

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of EGM.
3. **It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Appointing the proxy does not prevent a shareholder from attending the meeting in person if he so wishes.
5. Please complete all details including details of member (s) in the above box before submission.