

CORPORATE MERCHANT BANKERS LIMITED

Date: May 15, 2025

BSE Limited P. J. Towers, Dalal Street, Mumbai-400001. Scrip Code: 540199	Head- Listing & Compliance Metropolitan Stock Exchange of India Limited (MSEI), 4th Floor, Vibgyor Towers, Plot No. C 62, G Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai- 400098 Symbol: CMBL
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Dear Sir/Madam,

SUB.: Submission of Notice of EGM

REF: CORPORATE MERCHANT BANKERS LIMITED (Scrip Code: 540199)

As per the Captioned Subject, we are hereby submitting the Notice of the Extra-Ordinary General Meeting of the Company which will be held as on 09th June, 2025, Monday at 01:00 PM at the registered office of the Company.

Kindly take the same on your record.

Thanking you,

For, CORPORATE MERCHANT BANKERS LIMITED

Vishal Jethalal Nayak
Managing Director
DIN: 11048209

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-ordinary General Meeting of the members of M/s Corporate Merchant Bankers Limited ("the Company") will be held on Monday 9th June, 2025, at 01:00 P.M. IST at the registered office of the company situated at Office No. A-19, Ground Floor, Okhla Phase-2, Ficc Complex, Kartar Tower, Okhla Industrial Estate, South Delhi, New Delhi, Delhi, India, 110020 to transact the following business:

SPECIAL BUSINESS

Item No. 1

Increase of Authorized Equity Share Capital and Consequent Alteration of Memorandum of Association:

To consider and, if thought fit to pass, with or without modification(s) the following Resolution for Increase of Authorized capital of company as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 13, 61, 64 and all other applicable provisions, if any of the Companies Act, 2013 read with rules made there under and the Articles of Association of the Company and applicable provisions of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 issued by the Securities Exchange Board of India (SEBI) and the other Rules, Regulations, Circular, Notifications, etc. issued there under, consent of the Shareholders of the Company be and is hereby accorded for alter and increase the Authorized Share Capital of the Company from existing Rs. 7,00,00,000/- (Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs 95,00,00,000/- (Rupees Ninety five Crores Only) divided into 9,50,00,000 (Nine Crores fifty lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each."

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

"The authorized Share Capital of the Company is 95,00,00,000/- (Rupees Ninety five crores) divided into 9,50,00,000 (Nine Crore Fifty lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds and things as may be required or considered necessary or incidental thereto."

Item No. 2

Issuance of up to 8,16,47,431 Equity Shares On Preferential Basis upon Conversion of Outstanding Unsecured Loan, To The Non-Promoter Group

To Consider, and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 62 read with Section 42 of the Companies Act, 2013 and rules made thereunder (the "Act") and any other applicable provisions, if any, of the Companies Act, 2013, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with the relevant stock exchange(s) where the shares of the Company are listed ("Stock Exchange(s)"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted or may hereinafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot, on a preferential basis, up to 8,16,47,431 (Eight Crores Sixteen Lakhs Forty-Seven Thousand Four Hundred Thirty One) Equity

Shares of face value of ₹10/- (Rupees Ten) fully paid up, to persons belonging to Non Promoter Group, towards conversion of outstanding unsecured loan into equity shares to the extent of ₹81,64,74,310/- (Rupees Eighty-One Crores Sixty-Four Lakhs Seventy-Four Thousand Three Hundred Ten Only) or at an issue price of ₹10/- (Rupees Ten Only) per equity share as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, on such further terms and conditions as may be finalized by the Board of Directors, to the following persons ("Proposed Allottees"):

Sr. No.	Name of the proposed Allottees	Category	No. of Equity Shares to be allotted
1.	Adrank Media Private Limited	Non-Promoter	74,50,686
2.	Atiksh Enterprise Private Limited	Non-Promoter	88,07,095
3.	City Crops Agro Limited	Non-Promoter	80,90,000
4.	Cropster Agro Limited	Non-Promoter	88,22,182
5.	Jainam Finserve Private Limited	Non-Promoter	88,49,396
6.	Jevik Agri Organics Private Limited	Non-Promoter	70,01,876
7.	Mihika Industries Limited	Non-Promoter	89,51,724
8.	Patriotic Tradelink Private Limited	Non-Promoter	80,64,455
9.	Shree Vainkateshwar Finstock Private Limited	Non-Promoter	67,32,099
10.	Vidal Humancare private Limited	Non-Promoter	88,77,918
TOTAL			8,16,47,431

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the minimum issue price of Equity Shares shall be Friday, May 09, 2025 as there is having trading holiday on Saturday, May 10th 2025, being the date 30 days prior to the date of the Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held, i.e., Monday, June 09, 2025."

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- The outstanding unsecured loans extended by the proposed allottee(s) shall be adjusted towards the subscription /allotment of equity shares, meaning thereby an amount required to be paid towards the consideration for the equity shares shall be set off from the outstanding unsecured loan at the time of subscription of the equity shares.
- The pre-preferential shareholding of the Proposed Allottees and Equity Shares to be allotted to the Proposed Allottees shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- The Equity Shares to be allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing shareholder's resolution in this regard, provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.
- Allotment of Equity shares shall only be made in dematerialized form."

"RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank pari passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of ₹10/- each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director and/ or Company Secretary & Compliance Officer of the Company be and are hereby severally and/ or jointly authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Stock Exchange, SEBI, Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders."

Item No. 3**To Approve the Issuance of Equity Shares on Preferential Basis**

To Consider, and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (the “Act”); and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“ICDR Regulations” or “SEBI ICDR Regulations”); and any other rules/ regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Stock Exchanges where the equity shares of the Company are listed (“Stock Exchanges”) and/ or any other statutory/ regulatory authority; and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (“Listing Regulations”); and 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 (hereinafter referred to as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot on preferential basis up to maximum of maximum of 1,50,00,000 (One Crores Fifty Lakhs) equity shares of the Company of the face value of Rs.10/- (Rupees Ten Only) each (“Equity Shares”) at a price of Rs. 10/- (Rupees Ten Only), per equity share (hereinafter referred to as the “Issue Price”), determined in accordance with the relevant provisions of Chapter V of SEBI ICDR Regulations, in such manner and on such other terms and conditions, as may be approved or finalized by the Board, to the following ‘Proposed Allottee’ as detailed herein below:

Sr. No.	Name of Proposed Allottee	Category	Maximum Number of Equity shares proposed to be allotted
1.	Safelock Consultancy Private Limited	Non-promoter	75,00,000
2.	Wildpiano Software Solutions Private Limited	Non-promoter	75,00,000
TOTAL			1,50,00,000

RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the “Relevant Date” pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the above mentioned Preferential Issue of Equity Shares is Friday, 09th May, 2025, as there is having trading holiday on Saturday, May 10th 2025 being the date, which is 30 days prior to the date of Extraordinary General meeting to be held on Monday, 09th June, 2025.

RESOLVED FURTHER THAT the Preferential Allotment shall be made on the following terms and conditions:

- (i) The Allottee shall be required to bring in 100% of the consideration for the relevant Shares on or before the date of allotment hereof.
- (ii) The consideration for allotment of the relevant Shares shall be paid to the Company from the bank account of the Allottee.
- (iii) Allotment of Shares shall only be made in dematerialized form.
- (iv) The Shares allotted to the Allottee shall rank pari passu inter-se with the existing equity shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company and any applicable lock-in requirements in accordance with Regulation 167 of the SEBI (ICDR) Regulations, 2018.
- (v) The Shares shall be allotted within a period of 15 (fifteen) days from the date of this resolution. Where the allotment of the Shares is pending on account of pendency of any approval for the preferential issue/for such allotment by any regulatory/statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, matters, deeds and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications on the offer, issue and allotment of the equity shares and listing of equity shares at the Stock Exchanges as per the terms and conditions of ICDR Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions or doubt that may arise with respect to the offer, issue and allotment of equity shares, and to authorize all such persons as may be deemed 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 shareholders of the Company and that the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT subject to SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of abovementioned equity shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorized 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 2 all such acts, deeds 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 documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any Merchant Bankers or other Professional Advisors, Consultants and Legal Advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board

Date : 15th May, 2025
Place : New Delhi, Delhi

**For Corporate Merchant Bankers
Limited**

SD/-

VISHAL JETHALAL NAYAK
Managing Director
DIN: 11048209

NOTES

1. A member entitled to attend and vote at the Extra-Ordinary General Meeting is entitled to appoint a proxy to attend and vote instead of himself /herself and such proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight (48) hours before the commencement of Meeting. A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other or shareholders. A proxy form is sent herewith.
2. Route-map of the EGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
4. Corporate member intending to send their authorised representative to attend the meeting are requested to send to the Company in advance, a duly certified copy of the Board resolution /Power of Attorney authorizing their representatives to attend and vote on their behalf at the Extra-Ordinary General Meeting.
5. Members, Proxies and authorized representative are request to bring their attendance slip, duly filled in, for attending the meeting. Copies of the Attendance Slips will not be distributed at the meeting. In case of joint holders attending the meeting, the members whose names appear as the first holders in the order of names as per the Register of members of the Company will be entitled to vote.
6. Only registered members of the Company or any proxy appointed by such registered member, as on the cut-off date decide for the purpose, being 02-06-2025, may attend and vote at the Extra-Ordinary General Meeting as provided under the provisions of the Companies Act.
7. In terms of Section 101 the Companies Act, 2013 read together with the Rules made there under, the listed companies may send the notice of Extra-Ordinary General Meeting by electronic mode. The Company is accordingly forwarding soft copies of the notice of Extra-Ordinary General Meeting and Attendance Slip to all those members, who have registered e-mail ids with their respective depository participants or with the share transfer agent of the Company. For Members who have not registered their e-mail addresses, physical copies are being sent by permitted mode.
8. Once the vote on a resolution is cast by the members, the member shall not be allowed to change is subsequently. Further, members who have casted their vote electronically shall not vote by way of poll, if held at the meeting. To provide an opportunity to vote at the meeting to the shareholders, who have not exercised the remote e-voting facility shall be provided polling papers before the commencement of the meeting. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA.
10. In compliance with the Circular No.3/2022 issued by the Ministry of Corporate Affairs ('MCA') dated 5th May, 2022 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company, Members may note that the Notice will also be available on Company's website www.cmbl.co.in and website of the Stock exchanges i.e. www.bseindia.com.
11. Member who has not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Notices, Circulars, etc. from the Company.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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

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

- (i) The voting period begins on 06/06/2025 at 09:00 AM and ends on 08/06/2025 at 05:00 PM. 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 02/06/2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL 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.
- (iv) 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.
- (v) 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.

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

- (vi) 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ul style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at CDSL

	<p>website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>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.</p>

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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant CORPORATE MERCHANT BANKERS LIMITED on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xix) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, non-individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; kansalfiberltd@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

By Order of the Board

Date : 15th May, 2025
Place : New Delhi, Delhi

For Corporate Merchant Bankers Limited

SD/-

VISHAL JETHALAL NAYAK
Managing Director
DIN: 11048209

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 (“the Act”)

As required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item;

ITEM NO. 1

Increase of Authorized Share Capital and Consequent Alteration of Memorandum of Association

The Present Authorized Share Capital of the Company is Rs. 7,00,00,000/- (Rupees Seven Crores) divided into 70,00,000 (Seventy Lakhs) Equity Shares of Rs. 10/- (Rupees ten only)

Accordingly, it is proposed to amend the Capital ‘Clause V’ of the Memorandum of Association and replace it with following new clause-

“The authorized Share Capital of the Company is 95,00,00,000/- (Rupees Ninety five crores) divided into 9,50,00,000(Nine Crore Fifty lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.”

The draft of revised Memorandum of Association of the Company, reflecting the said changes is available for inspection by the members at the Registered Office of the Company on all working days.

The consent of the members is sought for amending the Capital Clause –V of Memorandum of Association to re-classify the Share Capital through proposed Ordinary Resolution.

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

The Board of Directors accordingly recommends passing of the proposed resolution in item no. 01 as Ordinary Resolution.

ITEM NO. 2

ISSUANCE OF UP TO 8,16,47,431 EQUITY SHARES ON PREFERENTIAL BASIS UPON CONVERSION OF OUTSTANDING UNSECURED LOAN, TO NON PROMOTER GROUP

The Special Resolutions contained in Item No. 2 of the Notice, have been proposed pursuant to the provisions of Sections 62 read with Section 42 of the Companies Act, 2013, to issue and allot up to 8,16,47,431 (Eight Crores Sixteen Lakhs Forty-Seven Thousand Four Hundred Thirty-One) Equity Shares of face value of ₹10/- (Rupees Ten) each towards conversion of loan to the extent of ₹ 81,64,74,310/- (Rupees Eighty-One Crores Sixty-Four Lakhs Seventy-Four Thousand Three hundred Ten Only), to the persons belonging to the Non Promoter Group of the Company at an Issue Price of ₹10/- (Rupees Ten Only) determined in accordance with Chapter V of SEBI (ICDR) Regulations.

The non-promoter group have extended loans to the Company and the Company proposes to convert loans worth ₹ 81,64,74,310/- (Rupees Eighty-One Crores Sixty-Four Lakhs Seventy-Four Thousand Three hundred Ten Only) into Equity Shares on a private placement basis.

The proposed Preferential Issue is to be issued to the persons belonging to the Non Promoter Group as per the details disclosed in the respective resolution. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on May 13, 2025.

The approval of Shareholders and Board of Directors had been taken in the Annual General Meeting held on Friday, 21st June, 2024 that any sum or sums of money from Inter- Corporates on such terms and conditions as the Board may deem fit by way of loans convertible into equity shares at the option of Lender, up to an aggregate amount of Rs. 90,00,00,000/- (Rupees Ninety Crores only)."

The approval of the members is accordingly being sought by way of passing a ‘Special Resolution’ under Sections 62 read with Section 42 of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations for Item No. 2 of the Notice.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, of Companies Act, 2013 and

Chapter V of the SEBI ICDR Regulations, and other relevant details in respect of the proposed Preferential Issue of Equity Shares are as under:

a. Particulars of the Preferential Issue including date of passing of Board resolution, kinds of securities offered and the price at which security is being offered, and the total/maximum number of securities to be issued:

The Board of Directors at its meeting held on May 13, 2025, have, subject to the approval of the Members of the Company and such other approvals as may be required and approved the issuance and allotment of up to 8,16,47,431 (Eight Crores Sixteen Lakhs Forty-Seven Thousand Four Hundred Thirty-One) Equity Shares of face value of ₹10/- (Rupees Ten Only) fully paid up, to persons belonging to Non Promoter Group, towards conversion of outstanding unsecured loan into equity shares to the extent of ₹ 81,64,74,310/- (Rupees Eighty-One Crores Sixty-Four Lakhs Seventy-Four Thousand Three hundred Ten Only) per Equity Share at an Issue Price of ₹10/- (Rupees Ten Only) determined in accordance with Chapter V of SEBI (ICDR) Regulations to the following Proposed Allottees.

S. No.	Name of the proposed Allottees	Category	No. of Equity Shares to be allotted
1.	Adrank Media Private Limited	Non-Promoter	74,50,686
2.	Atiksh Enterprise Private Limited	Non-Promoter	88,07,095
3.	City Crops Agro Limited	Non-Promoter	80,90,000
4.	Cropster Agro Limited	Non-Promoter	88,22,182
5.	Jainam Finserve Private Limited	Non-Promoter	88,49,396
6.	Jevik Agri Organics Private Limited	Non-Promoter	70,01,876
7.	Mihika Industries Limited	Non-Promoter	89,51,724
8.	Patriotic Tradelink Private Limited	Non-Promoter	80,64,455
9.	Shree Vainkateshwar Finstock Private Limited	Non-Promoter	67,32,099
10.	Vidal Humancare private Limited	Non-Promoter	88,77,918
TOTAL			8,16,47,431

b. Object of the issue:

There are Unsecured Loans from the Non Promoter Group and the Company proposes to issue such number of Equity Shares on preferential basis in order to restructure the said unsecured loans held in the names of proposed allottee(s) namely, Adrank Media Private Limited, Atiksh Enterprise Private Limited, City Crops Agro Limited, Cropster Agro Limited, Jainam Finserve Private Limited, Jevik Agri Organics Private Limited, Mihika Industries Limited, Patriotic Tradelink Private Limited, Shree Vainateshwar Finstock Private Limited and Vidal Humancare private Limited ₹ 81,64,74,310/- (Rupees Eighty-One Crores Sixty-Four Lakhs Seventy-Four Thousand Three hundred Ten Only) and to strengthen the Capital structure of the Company. Pursuant to the agreement executed with the Non Promoter Group of the Company, it is proposed to convert the outstanding unsecured loan into equity shares. In view of the current financial position of the Company, the Board of Directors of the Company has decided to convert the unsecured loans into Equity Shares which is in best interest of the Company, and it will also develop sustainable and scalable business solutions for long term value, to expand our business with a focus on long term impact and growth and strengthen the financial position of the Company, by reducing liabilities and it will also result in increase of net worth of the Company.

Allocation of Preferential Issue funds

The issue of securities as mentioned in Item No. 2 of this Notice is pursuant to conversion of unsecured loan of person belonging to Non Promoter Group and allocation of the same is as following:

S. No.	Name of the proposed Allottees	Outstanding loan proposed to be converted
Non Promoter Group		
1.	Adrank Media Private Limited	Up to ₹ 7,45,06,861.27
2.	Atiksh Enterprise Private Limited	Up to ₹8,80,70,953.47
3.	City Crops Agro Limited	Up to ₹8,09,00,000.00
4.	Cropster Agro Limited	Up to ₹8,82,21,820.25
5.	Jainam Finserve Private Limited	Up to ₹8,84,93,963.00
6.	Jevik Agri Organics Private Limited	Up to ₹7,00,18,760.27
7.	Mihika Industries Limited	Up to ₹8,95,17,239.83

8.	Patriotic Tradelink Private Limited	Up to ₹8,06,44,548.07
9.	Shree Vainkateshwar Finstock Private Limited	Up to ₹6,73,20,986.66
10.	Vidal Humancare private Limited	Up to ₹8,87,79,177.00
	TOTAL	Up to ₹81,64,74,310.00

The Total amount of issue size as mentioned above has been fully allocated towards conversion of outstanding loans and there will be no utilization towards General Corporate Purposes.

Schedule of implementation and Deployment of Funds

Since present preferential issue is pursuant to conversion of unsecured loan in terms of the provisions of Chapter V of the SEBI (ICDR) Regulation therefore all the outstanding unsecured loans which is proposed to be converted into equity shares, shall be considered converted immediately on the approval of the Board of Directors of the Company subject to grant of shareholder's approval along with regulatory approvals.

Interim Use of Proceeds

Not applicable as the said issue is pursuant to conversion of unsecured loans into Equity Shares and there will be no unutilized funds post allotment of Equity Shares.

Appraisal and Monitoring Agency

As the size of this Issue is below Rs. 100 Crores so, our Company has not appointed monitoring agency for this Issue.

c. Basis on which the price has been arrived at along with report of the registered valuer

The Equity shares of the Company are listed on BSE Limited ("BSE") and infrequently traded as per provisions of SEBI ICDR Regulations. In terms of the provisions of Regulation 165 of the ICDR Regulations, the price determined by the issuer shall take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.

The Valuation of Equity Shares is determined on the basis of NAV (Net assets Value), PE Ratio value Multiple (PER) and Profit Earning Capacity value (PECV). The Value arrived by Fair Market Value per share via Net Asset Value Method is 9.65 and Weighted average of 3 methods as per Regulation 166A ICDR is 8.90 though As per Section 53 of the Companies Act, 2013 company cannot issue shares at a discount.

Accordingly, The issue price is ₹10/- (Rupees Ten only) per equity shares which is not lower than the minimum price determined in compliance with applicable provisions of 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.

However, the proposed allotment is more than 5% of the post issue fully diluted Shares capital of the Company, to the allottees and allottees acting in concert, the pricing of the equity shares to be allotted shall be higher of the following parameters:

The valuation was performed by Mr. Manish Santosh Buchasia, a Registered Valuer (Registration No. IBBI/RV/03/2019/12235) having his office located at 306, "GALA MART" Nr Sobo Centre, South Bopal, Ahmedabad - 380058, Gujarat in accordance with regulation 165 and regulation 166A of SEBI (ICDR) Regulations. The certificate of Independent Valuer confirming the minimum price for preferential issue as per chapter V of SEBI (ICDR) Regulations is available for inspection at the Registered Office of the Company between Working hours. on all working days up to the date of EGM and uploaded on the website of the Company. The link of Valuation Report is <https://www.cmbl.in/notices>.

d. Relevant Date

The relevant date as per the Regulation 161 of SEBI ICDR Regulations, for determination of minimum price for the issuance of equity shares of the Company is Friday, May 09, 2025 as there is having trading holiday on Saturday, May 10th 2025, being the date 30 days prior to the date of the Extraordinary General Meeting of the shareholders of the Company scheduled to be held, i.e., Monday, June 09, 2025.

e. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer:

None of the Promoters, Directors or Key Managerial Personnel of the Company intend to subscribe to any of the securities proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified hereinabove.

f. The class or classes of persons to whom the allotment is proposed to be made

The allotment is proposed to be made to the proposed Allottees as mentioned at point no. (g) Below.

g. 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, the percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issues

Sr. No.	Name of the Proposed Allottees	Category	Ultimate Beneficial Owner	Pre-Issue Shareholding		Number of Equity Shares to be issued	Post Issue Shareholding	
				No. of Shares	% of holding		No. of Shares	% of holding
1	Adrank Media Private Limited	Non-Promoter	Pruthviraj Channabhai Zala	NIL	NIL	74,50,686	74,50,686	7.45%
2	Atiksh Enterprise Private Limited	Non-Promoter	Jaydeep Mishra	NIL	NIL	88,07,095	88,07,095	8.81%
3	City Crops Agro Limited	Non-Promoter	#Not Applicable	NIL	NIL	80,90,000	80,90,000	8.09%
4	Cropster Agro Limited	Non-Promoter	#Not Applicable	NIL	NIL	88,22,182	88,22,182	8.83%
5	Jainam Finserve Private Limited	Non-Promoter	Shvetalben Sagarbhai Dataniya	NIL	NIL	88,49,396	88,49,396	8.85%
6	Jevik Agri Organics Private Limited	Non-Promoter	Jyotiben Rajeshbhai Chauhan	NIL	NIL	70,01,876	70,01,876	7.01%
7	Mihika Industries Limited	Non-Promoter	#Not Applicable	NIL	NIL	89,51,724	89,51,724	8.96%
8	Patriotic Tradelink Private Limited	Non-Promoter	Jay Desai	NIL	NIL	80,64,455	80,64,455	8.07%
9	Shree Vainkateshwar Finstock Private Limited	Non-Promoter	Vishnuji Gobarsang Zala	NIL	NIL	67,32,099	67,32,099	6.74%
10	Vidal Humancare private Limited	Non-Promoter	Mukeshbhai Shankarlal Dantaniya	NIL	NIL	88,77,918	88,77,918	8.88%

City Crops Agro Limited, Cropster Agro Limited and Mihika Industries Limited are listed Companies.

h. Proposed time limit within which the allotment shall be complete:

In terms of SEBI ICDR Regulations, the preferential allotment of said Equity Shares will be completed within a period of 15 (fifteen) days from the date of passing of special resolution. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

i. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue is likely to be as follows:

Sr. No.	Category	Pre-Issue Shareholding		Equity Shares to be Allotted	Post Issue Shareholding	
		No. of equity shares held	% of shares		No. of equity shares held	% of shares
A	Promoter & Promoter Group Shareholding					
A1	Indian Promoter	19,79,580	59.99%	-	19,79,580	1.98%
A2	Foreign Promoter	-	-			
	Sub Total (A)	19,79,580	59.99%	-	19,79,580	1.98%
B	Public Shareholding					
B1	Institutions	0	0.00%	0	0	0.00%
B2	Institutions (Domestic)	0	0.00%	0	0	0.00%

B3	Institutions (Foreign)	0	0.00%	0	0	0.00%
B4	Central Government/State Government(s)/ President of India	0	0.00%	0	0	0.00%
B5	Non-Institutions					
	Resident Individuals holding nominal share capital up to Rs 2 lakhs	1,66,807	5.05%	0	1,66,807	0.17%
	Resident Individuals holding nominal share capital in excess of Rs 2 lakhs	3,58,850	10.87%	0	3,58,850	0.36%
	Bodies Corporate	7,94,160	24.07%	9,66,47,431	9,74,41,591	97.49%
	Any Other (Specify)	603	0.02%	0	603	0.00%
	Sub Total B = B1+B2+B3+B4+B5	13,20,420	40.01%	9,66,47,431	9,79,67,851	98.02%
	Total Shareholding (A+B)	33,00,000	100.00%	9,66,47,431	9,99,47,431	100.00%

j. Consequential Changes in the control and change in management:

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

k. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.

During the year the Company has not made any allotments on preferential basis till date.

l. Principle terms of assets charged as securities.

Not applicable.

m. Material terms of raising such securities

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

n. Lock-In Period & Transferability

The Equity Shares shall be locked-in for such minimum period as specified under regulation 167 of the SEBI ICDR Regulations.

Further the entire pre-preferential allotment shareholding of the Allottees, if any shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of trading approval.

o. The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter

Existing promoters will continue as promoter of the Company and pursuant to this allotment to the proposed Allottees belongs to other than promoter shall be covered under the head on non – promoter/public under shareholding pattern of the Company.

p. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue

Sr. No.	Name of Proposed Allottees	% of Post Preferential Issue
1	Adrank Media Private Limited	7.45%
2	Atiksh Enterprise Private Limited	8.81%
3	City Crops Agro Limited	8.09%
4	Cropster Agro Limited	8.83%
5	Jainam Finserve Private Limited	8.85%
6	Jevik Agri Organics Private Limited	7.01%
7	Mihika Industries Limited	8.96%
8	Patriotic Tradelink Private Limited	8.07%
9	Shree Vainkateshwar Finstock Private Limited	6.74%
10	Vidal Humancare private Limited	8.88%

q. 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 proposed allotment will be made on cash basis, as the shares will be issued upon conversion of unsecured loan of the proposed allottee(s).

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

Not Applicable, since the issue is pursuant to conversion of outstanding unsecured loan into equity.

s. Certificate of Practicing Company Secretary

The certificate from M/S Dharti Patel & Associates, Company Secretary in Practice (FCS No. 12801 and COP 19303) certifying that the Preferential Allotment is being made in accordance with the requirements of Chapter V of the SEBI (ICDR) Regulations has been obtained and the same shall be available for inspection at our websites at www.cmbl.co.com.

t. Other disclosures/Undertaking

- i. The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower.
- ii. None of its directors or promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- iii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed Allottees, except those Allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- v. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- vi. The Company is in compliance with the conditions for continuous listing.
- vii. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of Regulation 163(1)(g) and Regulation 163(1)(h) of SEBI ICDR Regulations.
- viii. None of the Allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- ix. The Equity Shares held by the proposed Allottees in the Company are in dematerialized form only.
- x. None of the Allottees have previously subscribed to any shares of the Company during the last one year.
- xi. The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolution as set out in Item No. 2 as Special Resolution for your approval.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 2 of the accompanying notice, except mentioned in point no. e above or to the extent of their shareholding, if any in the Company.

Documents referred to in the notice/explanatory statement will be available for inspection by the Members of the Company as per applicable law.

ITEM NO. 3

Issue of Equity Shares on Preferential Basis

In accordance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013 (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 there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with 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 (the "Listing Regulations"), as amended from time to time, approval of Members of the Company by way of Special Resolution is required to issue of equity shares ("Equity Shares") on preferential basis, in compliance with applicable provisions of the SEBI (ICDR) Regulations.

The details of the issue and other particulars as required in terms of the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018 as amended in relation to the aforesaid Special Resolution are given as under:

Salient features of the preferential issue of Equity Shares are as under:

The proposed issue and allotment of equity shares on a preferential basis, shall be governed by the applicable provisions of the SEBI (ICDR) Regulations and the Companies Act, 2013 read with the applicable provisions of the rules made there under.

Further, in terms of Regulation 163(1) of the SEBI (ICDR) Regulations, certain disclosures are required to be made to the Members of the Company which forms part of this Explanatory Statement to the Notice. Without generality to the above, the salient features of the preferential issue of Equity Shares are:

- The "Relevant Date" as per the SEBI (ICDR) Regulations for determining the minimum price for the preferential issue of equity shares is **Friday, 09th May, 2025** as there is having trading holiday on Saturday, May 10th 2025 which is a date 30 days prior to the date of the EGM in which the resolution is to be passed;

The details 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:

1. The allotment of the equity shares is subject to the Proposed Allottee (s) not having sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date. The Proposed Allottee(s) have represented that the allottee(s) have not sold any equity shares of the Company during 90 Trading Days preceding the Relevant Date.
2. The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI (ICDR) Regulations are set out below :

(i) Particulars of the Preferential Issue including date of passing of Board Resolution

Sr. No.	Name of Proposed Allottee	Category	Maximum Number of Equity shares proposed to be allotted
1.	Safelock Consultancy Private Limited	Non-promoter	75,00,000
2.	Wildpiano Software Solutions Private Limited	Non-promoter	75,00,000
TOTAL			1,50,00,000

The Board of Directors in its meeting held on 13th May, 2025 had approved the issue of equity shares and accordingly proposes to issue and allot in aggregate up to maximum of 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares at a price of Rupees 10.00/- (Rupees Ten Only) each, aggregating up to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) to the entities of non-promoter category.

(ii) Objects of the Preferential Issue and aggregate amount proposed to be raised

The funds so infused shall be utilized to develop sustainable and scalable business solutions for long term value, to expand our business with a focus on long term impact and growth of the Company.

(iii) Maximum number of specified securities to be issued:

The resolutions set out in this Notice authorize the Board to issue up to maximum of 1,50,00,000 number of Equity Shares at a price of Rs. 10.00/- per equity share as per the table specified below:

Sr. No.	Name of Proposed Allottee	Category	Maximum Number of Equity shares proposed to be allotted
1.	Safelock Consultancy Private Limited	Non-promoter	75,00,000
2.	Wildpiano Software Solutions Private Limited	Non-promoter	75,00,000
TOTAL			1,50,00,000

(iv) Relevant Date

In terms of provision of chapter V of the SEBI (ICDR) Regulations, relevant date for determining the minimum issue price for the preferential allotment of the equity shares is Friday, 09th May, 2025 as there is having trading holiday on Saturday, May 10th 2025, being the date 30 days prior to the date on which the resolution is deemed to be passed i.e. Monday, 09th June, 2025

(v) Basis on which the price has been arrived

The Equity shares of the Company are listed on BSE Limited ("BSE") and infrequently traded as per provisions of SEBI ICDR Regulations. In terms of the provisions of Regulation 165 of the ICDR Regulations, the price determined by the issuer shall take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.

The Valuation of Equity Shares is determined on the basis of NAV (Net assets Value), PE Ratio value Multiple (PER) and Profit Earning Capacity value (PECV). The Value arrived by Fair Market Value per share via Net Asset Value Method is 9.65 and Weighted average of 3 methods as per Regulation 166A ICDR is 8.90 though As per Section 53 of the Companies Act, 2013 company cannot issue shares at a discount.

Accordingly, The issue price is ₹10/- (Rupees Ten only) per equity shares which is not lower than the minimum price determined in compliance with applicable provisions of 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.

However, the proposed allotment is more than 5% of the post issue fully diluted Shares capital of the Company, to the allottees and allottees acting in concert, the pricing of the equity shares to be allotted shall be higher of the following parameters:

The valuation was performed by Mr. Manish Santosh Buchasia, a Registered Valuer (Registration No. IBBI/RV/03/2019/12235) having his office located at 306, "GALA MART" Nr Sobo Centre, South Bopal, Ahmedabad - 380058, Gujarat in accordance with regulation 165 and regulation 166A of SEBI (ICDR) Regulations. The certificate of Independent Valuer confirming the minimum price for preferential issue as per chapter V of SEBI (ICDR) Regulations is available for inspection at the Registered Office of the Company between Working hours. on all working days up to the date of EGM and uploaded on the website of the Company. The link of Valuation Report is <https://www.cmbli.in/notices>.

(vi) Amount which the Company intends to raise by way of such equity shares

Up to a maximum of Rs. 15,00,00,000/- calculated on the basis of issue and allotment of 1,50,00,000 equity shares at a price of Rs 10/- per equity shares.

(vii) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment.

None of the Promoter, Directors or Key Managerial Personnel of the Company has shown their intention to subscribe to the present preferential allotment

(viii) Time frame within which the Preferential Allotment shall be completed

Pursuant to the SEBI (ICDR) Regulations, the equity shares shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said equity

shares is pending on account of pendency of any regulatory approval, then such issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

(ix) Principal terms of assets charged as securities

Not applicable.

(x) Shareholding pattern of the Company before and after the Preferential Allotment of equity shares

Sr. No.	Category	Pre-Issue Shareholding		Post Issue Shareholding	
		No. of shares held	% of shares	No. of equity shares held	% of shares
A	Promoter & Promoter Group Shareholding				
A1	Indian Promoter	19,79,580	59.99%	19,79,580	1.98%
A2	Foreign Promoter	-	-		
	Sub Total (A)	19,79,580	59.99%	19,79,580	1.98%
B	Public Shareholding				
B1	Institutions	0	0.00%	0	0.00%
B2	Institutions (Domestic)	0	0.00%	0	0.00%
B3	Institutions (Foreign)	0	0.00%	0	0.00%
B4	Central Government/State Government(s)/ President of India	0	0.00%	0	0.00%
B5	Non-Institutions				
	Resident Individuals holding nominal share capital up to Rs 2 lakhs	1,66,807	5.05%	1,66,807	0.17%
	Resident Individuals holding nominal share capital in excess of Rs 2 lakhs	3,58,850	10.87%	3,58,850	0.36%
	Bodies Corporate	7,94,160	24.07%	9,74,41,591	97.49%
	Any Other (Specify)	603	0.02%	603	0.00%
	Sub Total B = B1+B2+B3+B4+B5	13,20,420	40.01%	9,79,67,851	98.02%
	Total Shareholding (A+B)	33,00,000	100.00%	9,99,47,431	100%

Notes:

1. The above mentioned post preferential issue share holding pattern of the Company is calculated on basis of assuming full subscription of shares to be allotted under the present issue.
2. The pre preferential shareholding pattern is prepared on the basis of 31.03.2025.

(xi) 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, the percentage of post preferential issue capital that may be held by them and change in control, if any:

Sr. No.	Name of the Proposed Allottees	PAN Number	Number persons who are the the ultimate beneficial owners	Pre-Issue Shareholding		Number of Equity Shares to be issued	Post Issue Shareholding	
				No. of Equity Shares	% of holding		No. of Shares	% of holding
1	Safelock Consultancy Private Limited	AAJCB4269N	Ashish Rakeshbhai Rajput	NIL	NIL	75,00,000	75,00,000	7.50%
2	Wildpiano Software Solutions Private Limited	AADCW5826E	Imran Saiyed	NIL	NIL	75,00,000	75,00,000	7.50%

(xii) Lock-in Period

The equity shares to be issued and allotted on preferential basis will be subject to lock-in as provided in the applicable provisions of the Regulation 167 of the SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

Provided that in case of convertible securities or warrants which are not listed on stock exchanges, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of such securities.

(xiii) The Percentage of post preferential issue capital that may be held by the allottee(s) and Change in control if any, in the issuer consequent to the preferential issue.

As a result of the proposed preferential issue of equity shares, there will be no change in the control or management of the Company.

The details of percentage of post preferential issue capital of the proposed allottee(s) are as under:

Sr. No.	Name of Proposed Allottee(s)	Percentage of shareholding on the basis of post preferential capital	Percentage of Shareholding on the basis of fully diluted capital of the Company
1	Safelock Consultancy Private Limited	7.50%	7.50%
2	Wildpiano Software Solutions Private Limited	7.50%	7.50%

(xiv) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

This is not applicable in the present case since the Company being a listed Company, the pricing is in terms of the SEBI (ICDR) Regulations. Further, the proposed allotment is for cash consideration.

(xv) The Current and Proposed Status of the allottee (s) post the preferential issues are asunder:

Sr. No.	Name of Proposed Allottee(s)	Current Status of proposed allottee	Proposed Status of Allottees
1	Safelock Consultancy Private Limited	Non-promoter	Non-promoter
2	Wildpiano Software Solutions Private Limited	Non-promoter	Non-promoter

(xvi) Undertakings

- None of the Company, its Promoters and Directors is declared as wilful defaulter or fraudulent borrowers by Reserve Bank of India and also not declared as fugitive economic offender.
- The Company is eligible to make the Preferential Allotment to Proposed Allottee under Chapter V of SEBI (ICDR) Regulations, 2018.
- As the equity shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(1) of the SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable.
- The Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so, until the amount so payable is not paid within the time stipulated under SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked in till the time such amount is paid by the proposed Allottees.
- The Equity Shares held by the proposed Allottees in the Company are in dematerialized form only.
- The company shall comply with the requirement of listing obligation i.e., maintaining a minimum of 25% of the paid up capital in the hands of the public, post allotment of shares under proposed preferential allotment.

(xvii) Practicing Company Secretary's Certificate

The certificate from M/S Dharti Patel & Associates, Company Secretary in Practice (FCS No. 12801 and COP 19303) certifying that the Preferential Allotment is being made in accordance with the requirements of Chapter V of the SEBI (ICDR) Regulations has been obtained and the same shall be available for inspection at our websites at www.cmbi.co.com.

(xviii) Approval under the Companies Act:

Section 62 of the Companies Act, 2013 provides inter-alia, that when it is proposed to increase the issued capital of a company by allotment of further shares or specified securities etc., such further shares/specified securities shall be offered to the existing member(s) of the company in the manner laid down in the section unless the Members in general meeting decide otherwise bypassing a Special Resolution. Therefore, the consent of the shareholders is being sought pursuant to the provisions of section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI (ICDR) Regulations and the provisions of the Listing Regulation with the Stock Exchange(s) for authorizing the Board to offer, issue and allot equity shares/specified securities as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

By Order of the Board

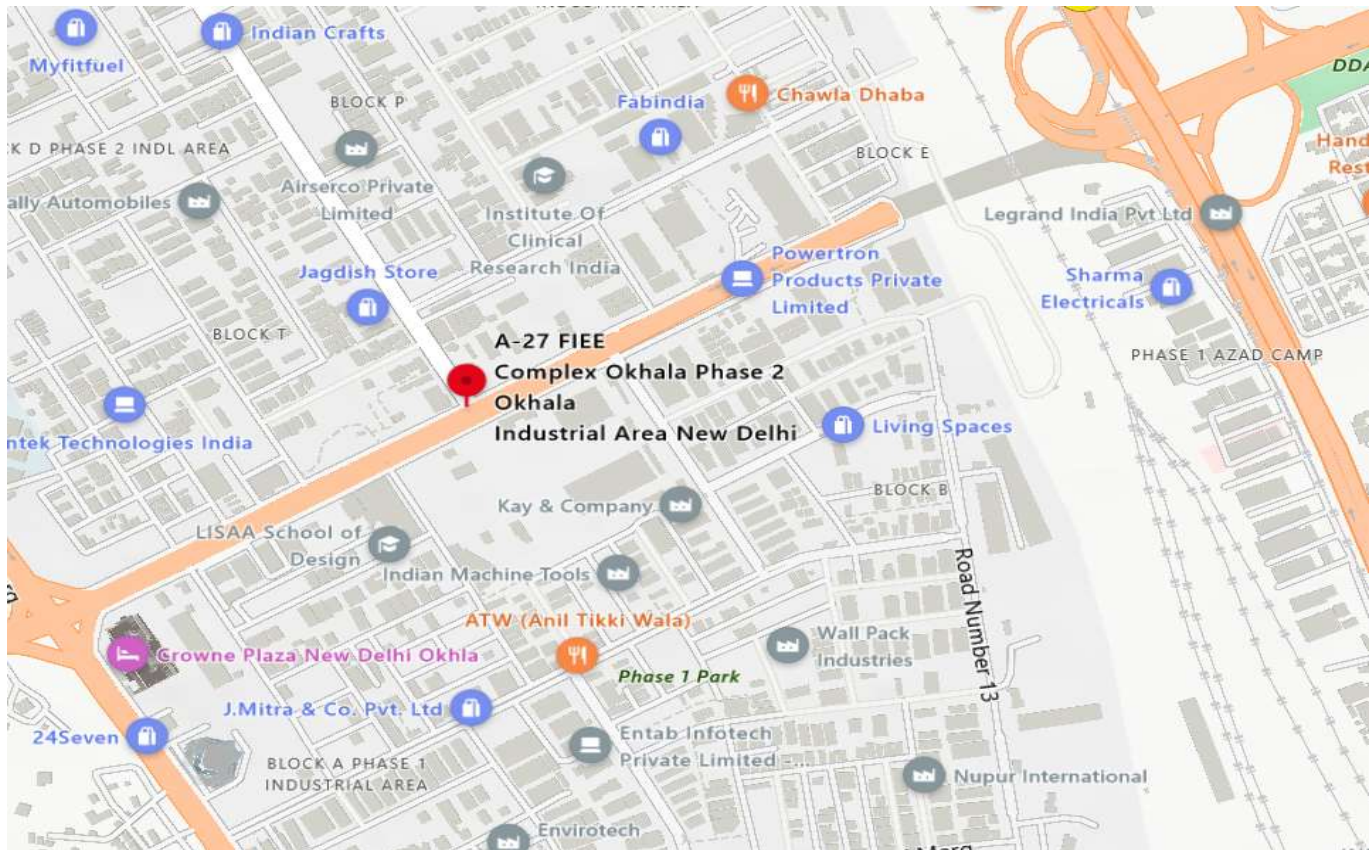
Date: 15th May, 2025
Place: New Delhi, Delhi

**For Corporate Merchant Bankers
Limited**

SD/-

VISHAL JETHALAL NAYAK
Managing Director
DIN: 11048209

ROUTE MAP TO VENUE OF EGM



Corporate Merchant Bankers Limited

A-19, Ground Floor, Okhla Phase-2, Fiee Complex,
Kartar Tower, Okhla Industrial Estate,
South Delhi, New Delhi, India, 110020

Email: cmbl Delhi@gmail.com

Website: www.cmbl.co.in

FORM MGT-11**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Member(s)	
Registered Address	
E-mail id	
Folio No.	
DP Id	
Client Id	

I / We, being the Member(s) holding _____ shares of Corporate Merchant Bankers Limited, hereby appoint:

Name

Address

Email Id

Signature _____ or failing him / her,

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 on 9th June, 2025 at 01:00 P.M (IST) at the Registered Office: A-19, GROUND FLOOR, OKHLA PHASE-2, FIEE COMPLEX, KARTAR TOWER, Okhla Industrial Estate, South Delhi, New Delhi, Delhi, India, 110020 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Special business:

1. Increase of Authorized Equity Share Capital and Consequent Alteration of Memorandum of Association
2. Issuance Of up to 8,16,47,431 Equity Shares On Preferential Basis Upon Conversion Of Outstanding Unsecured Loan, To The Non-Promoter Group
3. To Approve The Issuance Of Equity Shares On Preferential Basis

Affix Re. 1
Revenue
Stamp

Signed this _____ day of _____ 2025

Signature of Shareholder:

Signature of Proxy holder(s):

Note: 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.

ATTENDANCE FORM/ BALLOT FORM

(TO BE USED BY SHAREHOLDERS PERSONALLY PRESENT/THROUGH PROXY AT THE MEETING AND HAVE NOT OPTED FOR E-VOTING)

Name & Registered Address:

Of the Sole / First Named :

Member :

Name of the joint holders :

Registered Folio No / :

DP ID No. / Client ID No :

Number of Shares held :

I / We hereby exercise my / our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Extra-ordinary General Meeting of Corporate Merchant Bankers Limited on 9th June, 2025 at 01:00 P.M (IST) by conveying my / our assent or dissent to the resolutions by placing tick (√) mark in the appropriate box below:

Sr. No.	Resolutions	No. of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
Special Business				
1.	Increase of Authorized Equity Share Capital and Consequent Alteration of Memorandum of Association			
2.	Issuance Of up to 8,16,47,431 Equity Shares On Preferential Basis Upon Conversion Of Outstanding Unsecured Loan, To The Non-Promoter Group			
3.	To Approve The Issuance Of Equity Shares On Preferential Basis			

Place:

Date:

..... (Signature of the Shareholder/Proxy)

Note:

This Form is to be used for exercising attendance/ voting at the time of Extra-ordinary General Meeting of Corporate Merchant Bankers Limited to be held on 9th June, 2025 by shareholders/proxy. Duly filled in and signed ballot form should be dropped in the Ballot box kept at the venue of EGM.