

NOTICE

NOTICE is hereby given that Extra Ordinary General Meeting of the Members of Hindon Mercantile Limited (the “Company”) will be held on Saturday, 18th Day of July, 2026 at 10:30 A.M, at the registered office of the Company at 201, 2nd Floor, Best Sky Tower, Netaji Subhash Place, Pitampura, New Delhi-110034, to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1: TO CONSIDER AND APPROVE ISSUE OF 0.001% COMPULSORY CONVERTIBLE PREFERENCE SHARES (CCPS) ON A PREFERENTIAL BASIS THROUGH PRIVATE PLACEMENT AND RECORDING THE NAMES OF THE OFFEREEES OF COMPULSORY CONVERTIBLE PREFERENCE SHARES, AND APPROVAL OF THE DRAFT LETTER OF OFFER TO SUBSCRIBE TO THE COMPULSORY CONVERTIBLE PREFERENCE SHARES 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 (a) the provisions of Sections 42, 55, 62 and 179 of the Companies Act, 2013 read with the rules framed thereunder (including, Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014), including any statutory modifications, amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India (“Act”), (b) such other applicable laws, rules and regulation, including any statutory modification(s) or re-enactment(s) thereof for the time being in force as may be applicable along with the rules, regulations, guidelines, notifications, clarifications and circulars, if any, prescribed by the Government of India, all applicable regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India (“RBI”) or any other statutory regulatory authority, and (c) in accordance with the Memorandum of Association and the Articles of Association of the Company (collectively referred to as “Charter Documents”) and (d) the recommendation made by the board of directors of the Company (hereinafter referred to as the “**Board**” which shall deemed to include any committee thereof) at its meeting held on 16th May, 2026, consent of the members be and are hereby accorded (a) to create, offer, issue and allot 1,20,000 (One Lakh Twenty Thousand Only) Compulsory Convertible Preference Shares (CCPS) denominated in Indian Rupees (“INR”) each having a face value of INR 10/- (Rupees Ten only) at a price of INR 1,250/- (Rupees One Thousand Two Hundred Fifty) which includes premium of INR. 1,240/- (Rupees One Thousand Two Hundred Forty) on a preferential basis by way of private placement through issue of serially numbered Private Placement Offer Cum Application Letter recorded as Form PAS – 4 (the “Offer Letter”) to the following person (“being the identified persons for the purposes of Section 42 of the Companies Act) (the “**Investors**”):

| S. No. | Name of the Proposed Allottee | Number of Equity | Consideration (Amount in INR) |
|---------------|--------------------------------------|-------------------------|--------------------------------------|
| 1. | Prakash Vashdev Vaswani | 80,000 | 10,00,00,000 |
| 2. | Gauri Khan Family Trust | 40,000 | 5,00,00,000 |

“RESOLVED FURTHER THAT in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, the particulars in respect of Preference shares to be issued are as under:

1. The CCPS shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend and repayment of capital;
2. The CCPS shall be non-participating in the surplus funds, surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
3. The CCPS shall have a face value of ₹ 10/- (Rupee Ten each only);
4. The CCPS shall have a maximum tenure of 20 (Twenty) year from the date of allotment. Further, CCPS shall be convertible into equity shares of the Company at ratio of 1:1. CCPS shall be Convertible at any time at the option of the Company after 6 months and within 2 years from the time of issue as may be decided by the Board of Directors of the Company;
5. The CCPS will carry a dividend of 0.001% (₹ 0.001 per share) per annum on non-cumulative basis.
6. The CCPS shall be convertible into equity shares of the Company at ratio of 1:1, ranking pari-passu in all respects, with existing Equity shares.
7. The CCPS shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013.
8. The CCPS shall not be redeemable and shall be compulsorily converted into Equity Shares of the Company. The conversion shall take place at any time after the expiry of 6 (six) months from the date of allotment but not later than 2 (two) years from the date of allotment, at such time as may be determined by the Board of Directors of the Company, in accordance with the terms of issue and applicable laws.

RESOLVED FURTHER THAT the draft of the Offer Letter in Form PAS - 4 as prepared in accordance with the provisions of the Companies Act, 2013 and any other rules enacted thereunder including the Companies (Prospectus and Allotment of Securities Rules), 2014, along with other documents, proposed to be issued to the Subscriber, be and is hereby approved.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottee in lieu of the issuance and allotment of the CCPS pursuant to the preferential allotment under section 42, and 62(1)(c) of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, shall be kept by the Company in a separate bank account.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things, and to execute all such deeds, documents, writings, private placement offer letter as it may in its absolute discretion deem necessary or incidental and pay such fees, etc. and incur such expenses in relation thereto as it may deem appropriate for giving effect to this Resolution and for fixing the timing of the issue, determining the issue price, face value, premium amount of CCPS to be offered and delegation of all or any of its powers herein conferred to its Directors, Chief Financial Officer, Company Secretary or any other officer(s) of the Company.”

**By the Order of Board
For Hindon Mercantile Limited**

**Ruby Chauhan
Company Secretary
M. No.: A69210**

Date: 25.06.2026

Place: Delhi



NOTES:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto as **Annexure 1**.
2. Entry to the place of meeting will be regulated by an **Attendance Slip** which is annexed hereto as **Annexure 2** to the Notice. Members/Proxies attending the meeting are kindly requested to complete the enclosed Attendance Slip and affix their signature at the place provided thereon and hand it over at the entrance.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy, who need not be a member of the Company, to attend and vote instead of himself. Proxies in order to be effective must be lodged with the Company at least 48 hours before the meeting. The **Proxy Form** is annexed hereto as **Annexure 3**.
4. In case of corporate shareholders proposing to participate at the meeting through their representative, necessary authorization under Section 113 of the Act for such representation may please be forwarded to the Company.
5. The documents related to matters set out in the notice shall be open for inspection at the registered office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days up to and including the date of Extra-Ordinary General meeting of the Company.
6. Route map and land mark details for the venue of general meeting are attached herewith.



ANNEXURE – 1

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

Item Nos. 1:

In order to augment the long-term resources of the Company for meeting the requirements for the ongoing and future operations of the Company, working capital requirements of the Company and general corporate purposes, the Board of Directors of the Company in its meeting held on May 16, 2026 has accordingly, subject to the approval of members, approved the followings:

- issue and allot by way of a preferential issue upto 1,20,000 Compulsory Convertible Preference Shares at a price of Rs. 1,250/- per Share, for an aggregate consideration of upto Rs. 15,00,00,000/- (Fifteen Crore Only);

The proposed preferential issue will strengthen the financial position and the net worth of the Company.

None of the Directors or Manager or Key Managerial Personnel or their relatives are, directly or indirectly, concerned or interested, financially or otherwise in the proposed resolution, except to the extent of their shareholding in the Company.

1. **Disclosures as per Companies Act, 2013 read with relevant rules for proposed Compulsory Convertible Preference Shares to be issued:**

In connection with the proposed offer and issue of the Compulsory Convertible Preference Shares (CCPS), the Company makes the following disclosures in accordance with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and 9 and 13 of Companies (Share Capital and Debentures) Rules, 2014:

| Particulars | Details |
|---|--|
| Particulars of the offer including date of passing of Board resolution | The offer is proposed to be made on a preferential basis by way of private placement for issue and allot by way of a preferential issue upto 1,20,000 Compulsory Convertible Preference Shares at a price of Rs. 1,250/- per Share, for an aggregate consideration of upto Rs. 15,00,00,000/- (Fifteen Crore Only); Date of passing of Board resolution: 16 th May, 2026 |
| Size of the issue and number of securities to be issued and nominal value of each share | 1,20,000 Compulsory Convertible Preference Shares having a face value of INR 10 per share at a premium of INR 1240 per share. |
| amount which the company intends to raise by way of such securities | INR 15,00,00,000 (Rupees Fifteen Crore Only) |
| kinds of securities offered | Compulsory Convertible Preference Shares (CCPS) |
| the objectives of the issue | For meeting the requirements for the ongoing and future operations of the Company, working capital requirements of the Company and general corporate purposes. |
| the manner of issue of shares | Preferential basis through Private Placement |
| the price or price band at/within which the allotment is proposed | Each CCPS is being issued at INR 1,250/- having face value of INR 10 per share at a premium of INR 1,240/- per share |
| basis on which the price has been arrived at along with report of the | The issue price has been identified based on the valuation report of the registered valuer dated 15 th December, 2025. |

| | | |
|---|---|---|
| registered valuer / relevant date with reference to which the price has been arrived at | Relevant Date: 30 th September, 2025 | |
| name and address of valuer who performed valuation | Name: Hitesh Jhamb Address: 270-A, FF, Patparganj, Mayur Vihar, Phase-I, Delhi-110091 Registration Number: IBBI/RV/11/2019/12355 | |
| the class or classes of persons to whom the allotment is proposed to be made | Allotment to Specific Identified Investors such as Individual and Trust. | |
| intention of promoters, directors or key managerial personnel to subscribe to the offer | The promoters, directors or key managerial personnel do not intend to subscribe to the offer. | |
| the proposed time within which the allotment shall be completed | Within 60 (sixty) days from the respective dates of receipt of application money for each tranche, or such other timeline as prescribed under any applicable laws. | |
| the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them (on diluted basis) | Name | Percentage of Share Capital (on a Fully Diluted Basis) |
| | Prakash Vashdev Vaswani | 0.38 |
| | Gauri Khan Family Trust | 0.18 |
| the change in control, if any, in the company that would occur consequent to the preferential offer | Not Applicable | |
| 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 | None | |
| the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer | NA | |
| Material terms of raising such securities | <ol style="list-style-type: none"> 1. The CCPS shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend and repayment of capital; 2. The CCPS shall be non-participating in the surplus funds, surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company; 3. The CCPS shall have a face value of ₹ 10/- (Rupee Ten each only); 4. The CCPS shall have a maximum tenure of 20 (Twenty) year from the date of allotment. Further, CCPS shall be convertible into equity shares of the Company at ratio of 1:1. CCPS shall be Convertible at any time at the option of the Company after 6 months and within 2 years from the time of issue as may be decided by the Board of Directors of the Company; 5. The CCPS will carry a dividend of 0.001% (₹ 0.001 per share) per annum on non-cumulative basis (if declared by the Company). 6. The CCPS shall be convertible into equity shares of the Company at ratio of 1:1, ranking pari-passu in all respects, with existing Equity shares. | |



Hindon Mercantile Limited

CIN. U34300DL1985PLC021785

| | |
|--|---|
| | <p>7. The CCPS shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013.</p> <p>8. The CCPS shall not be redeemable and shall be compulsorily converted into Equity Shares of the Company. The conversion shall take place at any time after the expiry of 6 (six) months from the date of allotment but not later than 2 (two) years from the date of allotment, at such time as may be determined by the Board of Directors of the Company, in accordance with the terms of issue and applicable laws.</p> |
| The pre-issue and post-issue shareholding pattern of the Company | As specified in Annexure A |

For Hindon Mercantile Limited

Ruby Chauhan
Company Secretary
M. No.: A69210

Date: 25.06.2026
Place: New Delhi



Annexure-A

| S. No. | Category | Pre-Issue Shareholding | | Post Issue Shareholding | |
|----------|-------------------------------|------------------------|------------------|-------------------------|------------------|
| | | No. of shares held | % of shares held | No. of shares held | % of shares held |
| A | Promoter's Holding | | | | |
| 1 | Indian | | | | |
| | Individual/HUF | 94,83,736 | 42.46 | 94,83,736 | 42.23 |
| | Bodies Corporate | 3,39,324 | 1.52 | 3,39,324 | 1.51 |
| | Subtotal | 98,23,060 | 43.98 | 98,23,060 | 43.74 |
| 2 | Foreign Promoters | 0.00 | 0.00 | 0.00 | 0.00 |
| | Sub Total (A) | 98,23,060 | 43.98 | 98,23,060 | 43.74 |
| B | Non-Promoters holding: | | | | |
| 1. | Institutional Investors | 5,36,757# | 2.40 | 5,36,757# | 2.39 |
| 2. | Non-Institution: | | | | |
| | Private Corporate Bodies | 21,93,032 | 9.82 | 21,93,032 | 9.77 |
| | Directors and Relatives | 4,33,867 | 1.94 | 4,33,867 | 1.93 |
| | Indian Public | 70,95,657 | 31.76 | 70,95,657 | 31.59 |
| | Others (Including NRIs) | 22,54,944 | 10.09 | 23,74,944## | 10.58 |
| | Sub Total (B) | 1,25,14,257 | 56.02 | 1,30,73,825 | 56.26 |
| | GRAND TOTAL | 2,23,37,317 | 100 | 2,26,76,873 | 100 |

#Includes 59,170 Compulsory Convertible Preference Shares on fully diluted basis.

Includes 1,20,000 Compulsory Convertible Preference Shares on fully diluted basis.



ANNEXURE –3

FORM OF APPOINTMENT OF PROXY

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

CIN : U34300DL1985PLC021785
 Name of the Company : HINDON MERCANTILE LIMITED
 Registered Office : 201, 2nd Floor, Best Sky Tower, Netaji Subhash Place
 Pitampura, Delhi-110034
 Name of the Member :
 Registered Address :
 E-mail id :
 Folio No/Client id :
 DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:
 Address:
 E-mail id:
 Signature:..... or failing him
2. Name:
 Address:
 E-mail id:
 Signature:..... or failing him
3. Name:
 Address:
 E-mail id:
 Signature:..... or failing him

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 theday of
at.....a.m. /p.m. at (place) and at any adjourned thereof in respect of such resolutions as
 are indicated below:

Affix
Revenue
Stamp





Resolution No.

1.....

2.....

3.....

Signed this day of20.....

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 the commencement of the Meeting.



Route map of the venue of Extra Ordinary General Meeting

Venue of EGM: 201, 2nd Floor, Best Sky Tower, Netaji Subhash Place, Delhi-110034

