



PUNE E – STOCK BROKING LIMITED

CIN: L67120PN2007PLC130374

Regd. Office: 1198, Shukrawar Peth, Shubhash Nagar, Lane No 3, Pune, Maharashtra, 411002

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NOTICE

NOTICE is hereby given that the Extraordinary General Meeting of the Members of Pune E – Stock Broking Limited will be held on Friday, March 13, 2026 at 12.00 P.M. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business (es):

SPECIAL BUSINESS:

I. ISSUANCE OF CONVERTIBLE WARRANTS TO THE PROMOTERS / PROMOTER GROUP AND NON-PROMOTER CATEGORIES OF PERSONS, ON A PREFERENTIAL BASIS:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, (including any amendment(s), modification(s) or re-enactment 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, as amended (the “**ICDR Regulations**”) and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “**Takeover Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**LODR Regulations**”) and any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India and SME Platform of BSE Limited, the Stock Exchange where the shares of the Company are listed and any other guidelines and clarifications issued by any other appropriate authority, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot from time to time in one or more tranches:-

- i. Upto 16,00,000 convertible warrants (‘**Warrants**’), each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share per Warrant, at a price of Rs. 234/- (Rupees Two Hundred and Thirty Four Only) (Warrant Issue Price) per Warrant (including of premium Rs. 224/- each), aggregating to Rs. 37,44,00,000 (Rupees Thirty-Seven Crores Forty Four Lakhs Only) to the Promoters / Promoter Group and Non-Promoter categories of persons (hereinafter “**Issue of Warrants**”) as follows:

Sl. No.	Name of Allottees	Current Status / Category	No. of Warrants	Proposed Status / Category
1.	Vrajesh K Shah j/w Devendra Ghodnadikar j/w Vrajesh N Shah	Promoter Group	4,00,000	Promoter Group
2.	Arpit Sandip Shah	Promoter Group	50,000	Promoter Group
3.	Sejal Paresh Shah	Promoter Group	50,000	Promoter Group
4.	Pratik Saraogi	Non promoter	8,00,000	Non promoter
5.	Naresh Saraaf	Non promoter	1,00,000	Non promoter
6.	Pankaj Prasoon	Non promoter	54,000	Non promoter
7.	Suresh Gokulbhai Vaghela	Non promoter	50,000	Non promoter
8.	RSP Capital Advisors Private Limited	Non promoter	44,000	Non promoter
9.	Amita Ashok Chheda	Non promoter	27,000	Non promoter
10.	Malak Hasmukh Gada	Non promoter	25,000	Non promoter
		Total	16,00,000	

On such other terms and conditions as set out in the Statement annexed to the Notice convening this meeting and on such other terms and conditions, as the Board may in its absolute discretion decide, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Convertible Warrants is February 11, 2026, being the date 30 days prior to the date of this Extraordinary General Meeting and the minimum issue price has been determined accordingly in terms of the applicable provisions of the ICDR Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Convertible Warrants and the resultant Equity Shares to be allotted on exercise of such Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- i The warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants. Upon exercise of the option of conversion of the warrants into Equity Shares by the warrant holder, the price equivalent to 75% of the issue price per warrant shall be payable on exercising the right of conversion of warrants. If the option to acquire Equity Shares pursuant to conversion of warrants is not exercised within the prescribed time period of 18 months from the date of allotment of warrants, then such warrants shall be lapsed and the amount paid under this clause shall be forfeited by the Company.
- ii The said Warrants shall be issued and allotted by the Company to Promoter / Promoter Group and Non-Promoter categories of persons within a period of 15 days from the date of passing of this resolution in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.
- iii The Equity Shares allotted on conversion of the Warrants shall rank *pari passu* in all respects (including voting powers and the right to receive dividend), with the existing Equity Shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- iv The Warrants may be exercised by the Warrant Holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottees in the records of the Company as the registered owner of such Equity Shares.
- v The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
- vi The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.
- vii That the Warrants do not give any rights/entitlements to the Warrant holders that of shareholder of the Company.
- viii The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted Equity Shares shall be listed on the Stock Exchange subject to the receipt of necessary permissions and approvals.
- ix The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the LODR Regulations and all other applicable laws, rules and regulation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any

modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares and Convertible Warrants), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares, Warrants including the resultant Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of Separate Bank Account, Filing of Corporate Action forms with depositories i.e., NSDL and CDSL and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

II. INCREASE IN OVERALL MAXIMUM STRENGTH OF THE BOARD OF DIRECTORS AND ALTERATION OF ARTICLES OF ASSOCIATION

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149(1) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules made thereunder, and subject to applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), and such other approvals as may be required, the consent of the Members of the Company be and is hereby accorded to increase the overall maximum strength of the Board of Directors of the Company from 15 (Fifteen) to 20 (Twenty).

RESOLVED FURTHER THAT pursuant to Section 14 and other applicable provisions of the Act, the relevant Article No. 93 (a) of the Articles of Association of the Company relating to the maximum number of Directors be and is hereby altered and substituted by following :

93. Number of Directors

(a) Until otherwise determined by a general meeting of the Company and subject to the provisions of Section 149 of the Act, the number of directors (excluding Debenture Directors, Government Directors, EX-officio directors, if any) shall be not less than 3 and not more than 20.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient or incidental to give effect to this Resolution.”

III. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT TO ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION

To consider and pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorized Share Capital of the Company from ₹18,05,00,000 (Rupees Eighteen Crores Five Lakhs only) divided into 1,80,50,000 (One Crore Eighty Lakhs Fifty Thousand) equity shares of ₹ 10 (Rupees Ten only) each to ₹ 25,00,00,000 (Rupees Twenty-Five Crores Only) by creation of additional 69,50,000 (Sixty Nine Lakhs Fifty Thousand) equity shares of ₹ 10 (Rupees Ten only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

“V. The Authorised Share Capital of the Company is ₹25,00,00,000 (Rupees Twenty-Five Crores Only) consisting of 2,50,00,000 (Two Crore Fifty Lakhs) equity shares of ₹ 10 (Rupees Ten only) each with power to the Board to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in

accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company.”

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to give such directions, as may in their absolute direction deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with stock exchanges, Registrar of Companies, Registrar & Share Transfer Agents, depositories and/or any other regulatory or statutory authorities, to appoint legal representatives, advocates, attorneys, including to settle any questions, doubts or difficulties that may arise in this respect without requiring to obtain any further approval of Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and or matters connected therewith or incidental thereto expressly by the authority of this resolution.”

**By order of Board of Directors
For Pune E - Stock Broking Limited**

Place: Pune

**CS Ashwini Ashish Kulkarni
Company Secretary & Compliance officer
ACS-A31274**

Date: February 19, 2026

Registered Office:

1198, Shukrawar Peth, Shubhash Nagar,
Lane No 3, Pune - 411002, Maharashtra.
CIN: L67120PN2007PLC130374

NOTES:

1. Pursuant to the applicable provisions of the, Companies Act, 2013 (the “**Act**”) and Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) read with circulars issued by the Ministry of Corporate Affairs (“**MCA**”) vide its General Circular No. 20/2020 dated May 05, 2020 in conjunction with Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, Circular No. 3/ 2022 dated May 5, 2022, 11/2022 dated December 28, 2022, Circular No: 09/2023 dated September 25, 2023 and Circular No: 09/2024 dated September 19, 2024 (hereinafter collectively referred to as “**MCA Circulars**”) and Securities and Exchange Board of India (“**SEBI**”) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/Pod-2/P/CIR/2023/4 dated January 5, 2023 and SEBI Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated October 6, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (“**SEBI Circulars**”) have permitted the holding of EGM by companies through VC / OAVM, without the physical presence of the Members at a common venue. Hence in compliance with the provisions of the Act, SEBI Listing Regulation and MCA / SEBI Circulars, as applicable, the EGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars/SEBI Circulars the Company is providing facility of remote e-voting to its Members, form as on the **cut-off date, i.e. Friday, 06-03-2026**, in respect of the Special business(es) to be transacted at the EGM. For this purpose, the Company has entered into arrangement with Bigshare Services Pvt Ltd for providing the E-voting Facility for the members before the EGM

and during the EGM. This facility shall be kept open for a minimum period of three days. The remote e-voting period commences on **Tuesday 10-03-2026 at 09:00 AM and ends on Thursday 12-03-2026, at 05:00 PM** (both days inclusive).

3. The facility of e-voting during the EGM will be available to those Members who have not cast their vote by remote e-voting. Members, who have cast their vote by remote e-voting, may attend the EGM through VC/OAVM but will not be entitled to cast their vote once again on resolutions.
4. The voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
5. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of the Companies Act, 2013, generally a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars/SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
8. In line with the MCA Circulars/SEBI Circulars, the Notice calling the EGM is being sent only through electronic mode to all those Members whose names appear on the Register of Members / List of Beneficial Owners as on 13th February 2026, i.e. Record date to send notice of EGM, received from the Depositories and whose email addresses are registered with the Company/Depository Participants/RTA. The notice has been uploaded on the website of the Company at www.pesb.co.in, the same can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of Company's RTA, Bigshare Services Private Limited at www.bigshareonline.com.
9. In compliance with applicable provisions of the Act read with the MCA Circulars/SEBI Circulars and the SEBI Listing Regulations, the EGM of the Company is being conducted through VC/OAVM. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"), the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
10. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts and reasons in respect of the Special Business to be transacted at the EGM as set out in the Notice is annexed hereto.
11. The Company has appointed Mr. Shailesh Indapurkar, Proprietor of M/s. Shailesh Indapurkar & Associates, Practicing Company Secretaries, as scrutinizer of the Company to scrutinize the remote e-voting process and e-voting at the EGM in a fair and transparent manner. The result declared along with the Scrutinizer's Report will be submitted to BSE Limited and shall be uploaded on the Company's website www.pesb.co.in and on the website of RTA www.bigshareonline.com.
12. The SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in securities market. Accordingly, Members holding shares in electronic form are requested to submit their PAN to their respective Depository Participants.
13. In case all the joint holders are attending the Meeting, the Member whose name appears as first holder in the order of names as per Register of Members of the Company will be entitled to vote at the Meeting.

14. All the documents referred to in the accompanying notice and explanatory statement are open for inspection at the company's registered office on all working days of the company, up to the date of the EGM.
15. The route map giving directions to the venue is not annexed to this notice as meeting will be held through VC/OAVM.
16. The Company has appointed Company's RTA to provide Video Conferencing facility for the EGM and the attendant enablers for conducting of the EGM.
17. Institutional/Corporate Members (i.e. other than individuals/HUFs, NRIs, etc.,) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC/OAVM on its behalf and cast its votes through e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer at indapurkarcs@gmail.com with a copy marked to ivote@bigshareonline.com.
18. For receiving all communication from the Company electronically the members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participants as per the process advised by the Depository Participants.
19. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at info@pesb.co.in. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at info@pesb.co.in. These queries will be replied to by the company suitably by email.
20. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

PROCEDURE FOR REMOTE EVOTING

Bigshare i-Vote E-Voting System

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on **Tuesday 10-03-2026 at 09:00 AM and ends on Thursday 12-03-2026, 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 06th March 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol 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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote

	during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
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

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

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

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

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

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

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.
- Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.

- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

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

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

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

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

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

- The Members can join the EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions (‘FAQs’) available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1:

The Board has proposed to raise fund by way of issue of Warrants convertible into Equity Shares to Promoters / Promoter Group and Non-Promoter Categories of Persons on Preferential basis, for the purpose as detailed below.

The Board of Directors of the Company (“**Board**”) in their meeting held on Monday, February 16, 2026 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot 16,00,000 Warrants of Rs. 10/- each, convertible into 16,00,000 Equity Shares of Rs. 10/- each and premium Rs. 224/- each to Promoters / Promoter Group and Non-Promoter categories of persons, in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

As per Companies Act, 2013 and Rules made thereunder (the ‘**Act**’), and in accordance with the provisions of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the issue of Warrants convertible into Equity Shares requires approval of the Members by way of a Special Resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a Special Resolution.

1. The other details/disclosures of the Preferential Issue are as follows: -

a. Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:

The Board of Directors of the Company at their meeting held on February 16, 2026 have, subject to the approval of the members of the Company (‘**Members**’) and such other approvals as may be required, approved the issue of Convertible Warrants to Promoters and Non-Promoter categories of persons, on a preferential basis, for cash consideration (‘**Preferential Allotment**’) on the following manner:

- i. Upto 16,00,000 (Sixteen Lakhs) convertible warrants (‘**Warrants**’), each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share per Warrant, at a price of Rs. 234/- (Two Hundred Thirty-Four) (‘**Warrant Issue Price**’) per Warrant (including of premium Rs. 224/- each), aggregating to Rs. 37,44,00,000/- (Rupees Thirty-Seven Crores Forty Four Lakhs Only) to the Promoters / Promoter Group and Non-Promoter categories of persons (hereinafter “**Issue of Warrants**”) as follows:

Sl. No.	Name of Allottees	Current Status / Category	No. of Warrants	Proposed Status / Category
1	Vrajesh K Shah j/w Devendra Ghodnadikar j/w Vrajesh N Shah	Promoter Group	4,00,000	Promoter Group
2	Arpit Sandip Shah	Promoter Group	50,000	Promoter Group
3	Sejal Paresh Shah	Promoter Group	50,000	Promoter Group
4	Pratik Saraogi	Non promoter	8,00,000	Non promoter
5	Naresh Saraaf	Non promoter	1,00,000	Non promoter
6	Pankaj Prasoon	Non promoter	54,000	Non promoter
7	Suresh Gokulbhai Vaghela	Non promoter	50,000	Non promoter
8	RSP Capital Advisors Private Limited	Non promoter	44,000	Non promoter
9	Amita Ashok Chheda	Non promoter	27,000	Non promoter
10	Malak Hasmukh Gada	Non promoter	25,000	Non promoter
		Total	16,00,000	

An amount equivalent to at least 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Issue Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares. The terms and conditions of the Preferential Allotment of the Equity Shares and Warrants are as stated in the Resolution.

b. Objects of the Preferential Allotment:

The proceeds from the issue, amounting to Rs. 37,44,00,000/- will be strategically utilized to support the Company's business growth, strengthen its financial position, and improve operational capabilities. The key objects of the issue are as follows:

1. Increase in MTF Book

Proposed Allocation: Up to ₹9,36,00,000 (25% of the Issue Size)

To expand the Company's Margin Trading Facility (MTF) book in order to support a larger client base, strictly in accordance with permissible scrips and regulatory guidelines issued by SEBI and stock exchanges from time to time.

2. Underwriting and Anchoring IPOs

Proposed Allocation: Up to ₹9,36,00,000 (25% of the Issue Size)

To strengthen the Company's capability to act as an Anchor Investor and underwriter in Initial Public Offerings (IPOs), and to establish the necessary infrastructure to deliver high-quality capital market services.

3. Repayment of Existing Debt

Proposed Allocation: Up to ₹9,36,00,000 (25% of the Issue Size)

To reduce financial leverage by repaying existing borrowings, thereby improving the Company's balance sheet position and reducing interest costs.

4. Scaling up the Merchant Banking Division

Proposed Allocation: Up to ₹7,48,80,000 (20% of the Issue Size)

To strengthen and expand the Merchant Banking Division, enabling the Company to provide comprehensive financial advisory, underwriting, and capital market services.

5. Expansionary Purposes

Proposed Allocation: Up to ₹1,87,20,000 (5% of the Issue Size)

To support overall business expansion, including establishment of new branches, investment in technology, enhancement of human capital, infrastructure development, and other strategic growth initiatives.

The requirement stipulated by BSE Notice No. 20221213-47 dated December 13, 2022 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than Rs. 100 Crore.

We confirm that the above deployment of funds is expected to be completed within the financial years 2026–27 and 2027–28, subject to actual business requirements and other external conditions.

c. Relevant Date:

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Convertible Warrants is February 11, 2026, being the date 30 days prior to the date of this Extraordinary General Meeting.

d. Pricing of the Issue:

The Equity Shares of the Company are listed and frequently traded on the SME Platform of BSE Limited.

The price per Warrant convertible into Equity Share, to be issued, is fixed at Rs. 234/- (Two Hundred Thirty-Four Only), being not less than the minimum price computed in accordance with Regulation 164 of the SEBI (ICDR) Regulations.

Since the Equity Shares of the Company have been listed on the SME Platform of BSE Limited for a period of more than

90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

Method of determination of price as per the Articles of Association of the Company – Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares issued on preferential basis.

As the Proposed Preferential Issue shall not result in a change in control, or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company to any of the Proposed Allottee or to allottee(s) acting in concert with any other Allottee(s), the Company is not required to obtain a valuation report from an independent registered valuer in compliance with Regulation 166A (1) of the SEBI ICDR Regulations.

As per the requirement of Articles of Association for issue of shares at the price of such shares is determined by the valuation report from Mr. Bhavesh M Rathod, Chartered Accountant (M. No. 119158) (Address- Office No. 515, 5th Floor, Dimple Arcade, Thakur Complex, Kandivali East, Mumbai- 400 101), a Registered Valuer subject to such conditions prescribed in the rules made thereunder and a valuation report from an independent registered valuer is obtained pursuant to Companies Act, 2013 and the Valuation Report also be accessed on the Company website on the following link www.pesb.co.in.

e. Amount which the Company intends to raise by way of such Convertible Warrants:

Up to a maximum of Rs. 37,44,00,000/- (Rupees Thirty Seven Crores Forty-Four Lakhs Only).

f. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment:

Promoters / Promoter Group of the Company are subscribing to the issue to the extent of number of Warrants proposed to be issued, written against their names, as detailed hereunder:

S r. N o.	Name	Category/Designation/Relation	Warrant to be allotted
1.	Vrajesh K Shah j/w Devendra Ghodnadikar j/w Vrajesh N Shah	Promoter Group	4,00,000
2.	Arpit Sandip Shah	Promoter Group	50,000
3.	Sejal Paresh Shah	Promoter Group	50,000
Total			5,00,000

Except as mentioned above, no other Promoters / Promoter Group, Directors or Key Managerial Personnel of the Company will subscribe to the proposed issue and they will not be making any contribution as part of the offer. There will be no change in Control/ Management. However, voting rights will change in tandem with the shareholding pattern.

g. Time frame within which the Preferential Allotment shall be completed:

As required under the ICDR Regulations, the Convertible Warrants shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that in case the allotment of the proposed Convertible Warrants is pending on account receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions. The Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form. Upon exercise of the option by the allottee to convert the warrants in to Equity Shares, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of the warrants is completed within 15 days from the date of such exercise by the allottee.

h. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control] proposed allottee(s) of Convertible Warrants, the percentage of the post issue capital that may be held by them / her on issue of the Convertible Warrants:

Sl. No.	Name of the proposed Allottees	Identity of the Natural person who is the ultimate Beneficial owner	No. of Equity Shares held pre - Preferential Allotment	No. of warrants allotment	Relation, if any, with the promoters or person in control of the Company	Percentage of the post issue (Convertible Warrants) capital
1.	Vrajesh Krishnakumar Shah j/w Vrajesh Navnitlal Shah j/w Devendra Ramchandra Ghodnadikar	Vrajesh Krishnakumar Shah	Nil	4,00,000	Promoter Group	2.08%
		Vrajesh Navnitlal Shah				
		Devendra Ramchandra Ghodnadikar				
2.	Arpit Sandip Shah	NA	Nil	50,000	Promoter Group	0.26%
3.	Sejal Paresh Shah	NA	Nil	50,000	Promoter Group	0.26%
4.	Pratik Saraogi	NA	Nil	8,00,000	NA	4.16%
5.	Naresh Saraaf	Naresh Saraaf	800	1,00,000	NA	0.52%
6.	Pankaj Prasoon	NA	Nil	54,000	NA	0.28%
7.	Suresh Gokulbhai Vaghela	NA	Nil	50,000	NA	0.26%
8.	RSP Capital Advisors Private Limited	Sumit Kumar Gupta	Nil	44,000	NA	0.23%
		Manisha Gupta				
9.	Amita Ashok Chheda	NA	Nil	27,000	NA	0.14%
10.	Malak Hasmukh Gada	NA	Nil	25,000	NA	0.13%

i. Shareholding Pattern before and after the preferential issue of Convertible Warrants:

Sl. No.	Category	Pre-Preferential allotment*		Post Preferential Allotment	
				Post exercise of Warrants into Equity Shares**	
		No. of shares Held	% of Shareholding	No. of shares Held	% of Shareholding
A	Promoters and Promoter Group Holding:				
1.	Indian Promoters / Promoter Group:	91,69,859	51.95	96,69,859	50.23
	Sub-Total (A)	91,69,859	51.95	96,69,859	50.23
B	Non – Promoters’ holding:				
	Alternate Investment Funds	9,600	0.05	9,600	0.05

Foreign Portfolio Investors Category I	70,400	0.40	70,400	0.37
Individual	59,18,288	33.53	68,74,288	35.71
Non-Resident Indian (NRI)	31,200	0.18	31,200	0.16
Bodies Corporate	11,15,155	6.32	11,59,155	6.02
Any Other	13,36,356	7.57	14,36,356	7.46
Sub-Total (B)	84,80,999	48.05	95,80,999	49.77
Grand Total (A+B)	1,76,50,858	100.00	1,92,50,858	100.00

* Assuming full conversion of outstanding 19,00,000 share warrants allotted on September 17, 2025.

**Assuming full conversion of outstanding 19,00,000 share warrants allotted on September 17, 2025 and 16,00,000 warrants to be allotted pursuant to current issue.

In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of Equity Shares on exercise of Warrants, the shareholding pattern shall stand modified accordingly.

j. Lock-in Period:

The Convertible Warrants shall be locked-in for such period as may be specified under Regulations 167 and 168 of the 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 allotment of such warrants, in accordance with Regulation 167(6) of the SEBI ICDR Regulations.

k. Undertakings:

- None of the Company, its Promoters or Directors have been declared as willful defaulter or a fraudulent borrower as defined under the ICDR Regulations. None of its Promoters or Directors is a fugitive economic offender as defined under the ICDR Regulations.
- 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(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

l. Certificate of Practicing Company Secretary:

The certificate from, CS Shailesh Indapurkar ,the Practicing Company Secretary, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: www.pesb.co.in

m. The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below and there shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

Sl. No.	Name	Current Status / Category	Proposed Status	Pre issue Shareholding		No. of Warrants Shares to be allotted	Post Issue	
				No of share	%		No of share	%
1.	Vrajesh Krishnakumar Shah j/w	Promoter Group	Promoter Group	Nil	Nil	4,00,000	4,00,000	2.08

	Vrajesh Navnitlal Shah j/w Devendra Ramchandra Ghodnadikar							
2.	Arpit Sandip Shah	Promoter Group	Promoter Group	Nil	Nil	50,000	50,000	0.26
3.	Sejal Paresh Shah	Promoter Group	Promoter Group	Nil	Nil	50,000	50,000	0.26
4.	Pratik Saraogi	Non – Promoter	Non – Promoter	Nil	Nil	8,00,000	8,00,000	4.16
5.	Naresh Saraaf	Non – Promoter	Non – Promoter	800	Negligible	1,00,000	1,00,800	0.52
6.	Pankaj Prasoon	Non – Promoter	Non – Promoter	Nil	Nil	54,000	54,000	0.28
7.	Suresh Gokulbhai Vaghela	Non – Promoter	Non – Promoter	Nil	Nil	50,000	50,000	0.26
8.	RSP Capital Advisors Private Limited	Non – Promoter	Non – Promoter	Nil	Nil	44,000	44,000	0.23
9.	Amita Ashok Chheda	Non – Promoter	Non – Promoter	Nil	Nil	27,000	27,000	0.14
10.	Malak Hasmukh Gada	Non – Promoter	Non – Promoter	Nil	Nil	25,000	25,000	0.13
Total				800	-	16,00,000	16,00,800	8.32

n. 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:

Sr. No.	Name of Allottee	Securities allotted	Issue Price (In Rs.)
1	Pankaj Prasoon	1,44,000	171/-
2	Suresh Gokulbhai Vaghela	40,000	171/-
3	Malak Hasmukh Gada	40,000	171/-
Total		2,24,000	

o. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

p. Principal terms of assets charged as securities: Not Applicable.

q. Other disclosures:

- During this Financial Year, the Company has made preferential allotment by issuance of 20,00,000 warrants at an Issue Price of Rs. 171/- to Promoter and Non-promoter group category.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out Item No. 1 in the accompanying notice for your approval.

Except as mention point 'f' of the Explanatory Statement, none of the Directors, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution, except for their shareholding in the Company.

ITEM NO. 2:

The present maximum strength of the Board of Directors of the Company is 15 (Fifteen) Directors as prescribed under the Articles of Association of the Company. In view of the Company's expanding operations, enhanced governance requirements, increased regulatory compliances applicable to listed entities, and the need for broader professional expertise on the Board, it is considered desirable to induct additional directors.

Section 149(1) of the Companies Act, 2013 permits a company to appoint more than fifteen (15) directors after passing a Special Resolution. Accordingly, approval of the Members is sought to increase the overall maximum strength of the Board from 15 to 20 Directors.

Consequent to the proposed increase in the maximum number of directors, it is necessary to suitably amend the relevant Article of the Articles of Association of the Company pursuant to Section 14 of the Act, to reflect the revised limit.

The proposed increase will enable the Company to:

- Strengthen its corporate governance framework;
- Ensure optimum Board composition in line with SEBI (LODR) Regulations, 2015;
- Facilitate induction of professionals with diverse skills and industry experience; and
- Meet statutory requirements where applicable.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2, except to the extent of their directorships.

ITEM NO. 3:

At present, the Authorised Share Capital of the Company stands at INR 18,05,00,000 (Rupees Eighteen Crores and Five Lakhs Only) divided into 1,80,50,000 (One Crore Eighty Lakhs and Fifty Thousand) Equity Shares of Rs. 10 each.

It is intended to raise the required funds by way of induction of the fresh equity share capital in the Company and it would therefore be necessary to increase the Authorised Share Capital.

It is proposed to increase the Authorised Share Capital from INR 18,05,00,000 (Rupees Eighteen Crores and Five Lakhs Only) to INR 25,00,00,000 (Rupees Twenty-Five Crores) by creation of 2,50,00,000 Equity Shares of Rs. 10 each.

For the above purpose, it would be necessary to substitute the existing Clause V of the Memorandum of Association of the Company with a new Clause V.

In accordance with the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed there under, it would be necessary to obtain the approval of the members for the increase in Authorised Share Capital of the Company. It is being sought as proposed in the Resolution.

The existing and the proposed Memorandum of Association of the Company are available for inspection by any Member at the Registered Office of the Company.

The Board of Directors recommend the Ordinary Resolution set out in the Notice for approval of the Members. None of the Directors, KMPs and their relatives are in any way, concerned or interested in this Item/ Business.

The Board recommends the Special Resolution set out at Item No. 3 for approval of the Members.

By order of Board of Directors

**For Pune E - Stock Broking Limited
CS Ashwini Ashish Kulkarni
Company Secretary & Compliance officer
ACS-A31274**

Place: Pune

Date: February 19, 2026

Registered Office:

1198, Shukrawar Peth, Shubhash Nagar,
Lane No 3, Pune, Maharashtra, 411002
CIN: L67120PN2007PLC130374