



Register Office : 1/ 104, SARTHAK, OPP. C. T. CENTRE, B/H. SWASTIK CROSS ROAD, C. G. ROAD,
AHMEDABAD, Gujarat, India, 380009

Corporate Office : Office No FC 20 2nd Floor Eternity, LBS Marg Near Teen Hath Naka Thane, Wagle
I.E., Thane, Thane, Maharashtra, India, 400604

EGM NOTICE

NOTICE IS HEREBY GIVEN THAT EXTRA ORDINARY GENERAL MEETING OF AMARNATH SECURITIES LIMITED WILL BE HELD THROUGH VC OR OTHER AUDIO-VISUAL ON FEBRUARY 20, 2025 AT 09.15 AM TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO. 1: CHANGE IN DESIGNATION OF MR. CHETAN BALUBHAI PATEL (DIN: 03556088) ADDITIONAL DIRECTOR TO EXECUTIVE WHOLE-TIME DIRECTOR

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 161(1), Section 196, and other applicable provisions of the Companies Act, 2013 (the ‘Act’), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded for the change in designation of Mr. Chetan Balubhai Patel (DIN: 03556088), Additional Director of the Company, to the position of Executive Whole-Time Director of the Company w.e.f January 02, 2025, for a period of 5 years, on such terms and conditions as may be approved by the Board of Directors and as may be required under applicable laws and regulations.”

RESOLVED FURTHER THAT the remuneration, terms of employment, and the other details of Mr Mr. Chetan Balubhai Patel (DIN: 03556088), in his capacity as Executive Whole-Time Director of the Company, including the period of appointment and other benefits, shall be in accordance with the provisions of the Act, the Listing Regulations, and other applicable laws

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all necessary actions, including obtaining necessary approvals and to do all such acts, deeds, and things as may be required in this regard, including filing the necessary forms with the Registrar of Companies and ensuring compliance with the provisions of applicable laws and regulations.”

ITEM NO. 2: CHANGE IN DESIGNATION OF MR. AMIT PRIYAKANT PANDYA (DIN: 03556088) ADDITIONAL DIRECTOR TO EXECUTIVE WHOLE-TIME DIRECTOR

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 161(1), Section 196, and other applicable provisions of the Companies Act, 2013 (the ‘Act’), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Articles of

Association of the Company, the consent of the shareholders of the Company be and is hereby accorded for the change in designation of Mr. Amit Priyakant Pandya (DIN: 00676479), Additional Director of the Company, to the position of Executive Whole-Time Director of the Company w.e.f January 02, 2025, for a period of 5 years, on such terms and conditions as may be approved by the Board of Directors and as may be required under applicable laws and regulations."

RESOLVED FURTHER THAT the remuneration, terms of employment, and the other details of Mr. Amit Priyakant Pandya (DIN: 00676479), in his capacity as Executive Whole-Time Director of the Company, including the period of appointment and other benefits, shall be in accordance with the provisions of the Act, the Listing Regulations, and other applicable laws

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all necessary actions, including obtaining necessary approvals and to do all such acts, deeds, and things as may be required in this regard, including filing the necessary forms with the Registrar of Companies and ensuring compliance with the provisions of applicable laws and regulations."

ITEM NO. 3: CHANGE IN DESIGNATION OF MR. AFZALKHAN USMANKHAN AFRIDI (DIN: 06896042) ADDITIONAL DIRECTOR TO NON-EXECUTIVE INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 152, and other applicable provisions of the Companies Act, 2013 (the 'Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Articles of Association of the Company, the consent of the members be and is hereby accorded to change the designation of Mr. Afzalkhan Usmankhan Afridi (DIN: 06896042), Additional Director of the Company, to the position of Non-Executive Independent Director of the Company w.e.f January 17 2025, for a term of 5 years, in accordance with the applicable provisions of law and regulations, and compliance with the necessary regulatory requirements."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all necessary actions, including obtaining any necessary regulatory approvals, and to do all such acts, deeds, and things as may be required to give effect to this resolution, including filing the necessary forms with the Registrar of Companies, such other authorities as may be required, and ensuring compliance with the provisions of applicable laws and regulations."

ITEM NO. 4: CHANGE IN DESIGNATION OF MR. SANJAY RAJKUMAR (DIN: 10537921) ADDITIONAL DIRECTOR TO NON-EXECUTIVE INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 152, and other applicable provisions of the Companies Act, 2013 (the 'Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Articles of Association of the Company, the consent of the members be and is hereby accorded to change the designation of Mr. Sanjay Rajkumar (DIN: 10537921), Additional Director of the Company, to the position of Non- Executive Independent Director of the Company w.e.f January 17 2025, for a term of 5 years, in accordance with the applicable provisions of law and regulations, and compliance with the necessary regulatory requirements."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all necessary actions, including obtaining any necessary regulatory approvals, and to do all such acts, deeds, and things as may be required to give effect to this resolution, including filing the necessary forms with the Registrar of Companies, such other authorities as may be required, and ensuring compliance with the provisions of applicable laws and regulations."

ITEM NO. 5: RE-CLASSIFICATION OF SHAREHOLDER FROM 'PROMOTER' CATEGORY TO 'PUBLIC' CATEGORY SHAREHOLDER

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

"RESOLVED THAT pursuant to Regulation 31A of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and subject to approval from Bombay Stock Exchange Limited ("Stock Exchanges") and such other authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), consent of members of the Company be and is hereby accorded for reclassification of **Mr. Omkar Herlekar** **"Promoter" Category to "Public" Category** and removal of their name from "Promoter of the Company.

RESOLVED FURTHER THAT the above applicant confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with and also confirmed that post re-classification from "Promoter and Promoter Group" to "Public", shall continue to comply with conditions mentioned Regulation 31A of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT any director of the Company be and are hereby authorized to sign any document(s) or do any or all such acts, deeds and things as they may, in their absolute discretion, deem necessary or desirable, and to settle any question(s), difficulty or doubt that may arise, in order to give effect to the above resolution for and on behalf of the Company."

By order of the Board

For AMARNATH SECURITIES LIMITED

Sd/-

Chetan Patel

DIRECTOR

DIN: 0355608

NOTES:

In line with the circulars of the Ministry of Corporate Affairs dated April 8, 2020, September 28, May 5, 2022, December 28, 2022, September 25, 2023 or any other circular as issued by Ministry of Corporate Affairs from time to time (collectively referred to as "MCA Circulars"), the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on before January 28, 2025. Members may note that Notice has been uploaded on the website of the Company at <https://www.amarnathsecurities.co.in> The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com .

(ii) 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 a proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% 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 shareholder. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. The Proxy Form is annexed hereto.

(iii) An explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed herewith.

(iv) Pursuant to the provisions of Section 113 of the Companies Act, 2013, Body Corporates/ Institutional / Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company, on amarnathsecurities@gmail.com from their registered Email ID a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.

(v) Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below: (a) Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant. (b) Members holding shares in physical form may register their email address by informing the Company email id amarnathsecurities@gmail.com

(vi) Relevant documents referred to in this Notice of EGM and Explanatory Statement, will be available electronically for inspection by the Members during the EGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of EGM i.e. January 17, 2025. Members seeking to inspect such documents can send an email to amarnathsecurities@gmail.com

To facilitate the shareholders of the Company to dematerialize their shareholding in the Company, the Company has made admission of its securities on both depositories namely Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL). The Company has appointed M/s. Bigshare Services Private Limited. as share transfer agent (RTA). The members who are holding shares in physical form are requested to avail dematerialization facility. For further information, please refer to the FAQs posted by NSDL on its website www.nsdl.co.in and CDSL on its website www.cdslindia.com.

(vii) All documents referred to in this Notice and Explanatory statement annexed hereto are available for inspection of the members of the Company at the registered office of the Company during business hours up to the date of this meeting.

(viii) Entry to the place of meeting will be regulated by an attendance slip which is annexed hereto. 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.

(IX) The Board of directors has appointed Mr. Shravan Gupta, ACS: 27484 Cop No 9990, as Scrutinizer, as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.

(X) E- Voting cut of date is **February 13, 2025**, E-voting opens from **February 17, 2025 at 09.00 AM IST** and ends on **February 19, 2025 at 5.00 PM IST**.

(XI) Non-Resident Indian members are requested to inform the Company's Registrar and Transfer Agents Big Share Services Pvt. Ltd., immediately of :

- a. Change in their Residential status on return to India for permanent settlement.
- b. Particulars of their Bank Account maintained in India with complete name of the Bank, branch address, account type and account number with MICR code, if not furnished earlier.

Voting through electronic means: In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the EGM by electronic means, as an alternative to vote physically at the EGM, and the business may be transacted through e-voting Services provided by Bigshare Services Private Limited. It may be noted that this e-voting facility is optional.

The members who would have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under:-

i. The voting period begins on **17th February 2025 and 09: 00 AM** and ends on **19th February and 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 **13th February 2025** 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	<p>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.</p> <ul style="list-style-type: none"> ▪ 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. For joining the meeting click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option, Select event for which you are desire to attend the EGM under the dropdown option, click on the option VOTE NOW on right hand side top corner, you need to click on "VC/OAVM" link placed beside of "VIDEO CONFERENCE LINK" option. <p>2) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>3) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link</p>

	<p>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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<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
<p>Individual Shareholders (holding securities in demat mode) login through their Depository</p>	<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</p>

Participants	e-Voting period or joining virtual meeting & voting during the meeting.
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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

1. 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.
- **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 click on the option **VOTE NOW** on right hand side top corner.
- 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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT

ITEM NO: 01

In compliance with the provisions of the Companies Act, 2013, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors at its meeting held on January 02, 2025 appointed Mr. Chetan Balubhai Patel (DIN: 03556088), as an Additional Director, in accordance with Section 161 of the Act. Mr. Chetan Balubhai Patel, has extensive experience and expertise in Portfolio Management, Investment banking, Merger & Acquisitions and has significantly contributed to the growth and development of the Company.

Considering his vast knowledge and leadership qualities, the Board of Directors, in consultation with the Nomination and Remuneration Committee, has proposed to change Mr. Chetan Balubhai Patel, designation from Additional Director to Executive Whole-Time Director. This change will enable Mr. Chetan Balubhai Patel, to play a more significant role in the strategic and day-to-day management of the Company, including overseeing the operational and financial aspects of the business, thereby contributing to the overall growth and performance of the Company.

The change in designation is subject to the approval of the shareholders and will be in compliance with all regulatory requirements, including the provisions of the Companies Act, 2013, the Listing Regulations, and other applicable laws. The approval of the shareholders is being sought through this ordinary Resolution.

The remuneration and terms of appointment of Mr. Chetan Balubhai Patel, as Executive Whole-Time Director will be in accordance with the statutory provisions of the Companies Act, 2013, and the Listing Regulations, which are aimed at ensuring the alignment of his interests with the long-term goals of the Company.

In accordance with the requirements of the Companies Act, 2013, and the Listing Regulations, the appointment of Mr. Chetan Balubhai Patel, as Executive Whole-Time Director requires the approval of the shareholders through an ordinary resolution.

None of the Directors or Key Managerial Personnel of the Company, or their relatives, is in any way concerned or interested in the proposed resolution.

The Board recommends the resolution for approval by the shareholders.

ITEM NO: 2

In compliance with the provisions of the Companies Act, 2013, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors at its meeting held on January 02, 2025 appointed Mr. Amit Priyakant Pandya (DIN: 00676479), as an Additional Director, in accordance with Section 161 of the Act. Mr. Amit Priyakant Pandya has extensive experience and expertise in building strategies and bringing financial investors and has significantly contributed to the growth and development of the Company.

Considering his vast knowledge and leadership qualities, the Board of Directors, in consultation with the Nomination and Remuneration Committee, has proposed to change Mr. Amit Priyakant Pandya (DIN: 00676479) designation from Additional Director to Executive Whole-Time Director. This change will

enable Mr. Amit Priyakant Pandya, to play a more significant role in the strategic and day-to-day management of the Company, including overseeing the operational and financial aspects of the business, thereby contributing to the overall growth and performance of the Company.

The change in designation is subject to the approval of the shareholders and will be in compliance with all regulatory requirements, including the provisions of the Companies Act, 2013, the Listing Regulations, and other applicable laws. The approval of the shareholders is being sought through this ordinary Resolution.

The remuneration and terms of appointment of Mr. Amit Priyakant Pandya as Executive Whole-Time Director will be in accordance with the statutory provisions of the Companies Act, 2013, and the Listing Regulations, which are aimed at ensuring the alignment of his/her interests with the long-term goals of the Company.

In accordance with the requirements of the Companies Act, 2013, and the Listing Regulations, the appointment of Mr. Amit Priyakant Pandya as Executive Whole-Time Director requires the approval of the shareholders through a ordinary resolution.

None of the Directors or Key Managerial Personnel of the Company, or their relatives, is in any way concerned or interested in the proposed resolution.

The Board recommends the resolution for approval by the shareholders.

ITEM NO: 3

The Company, in line with its commitment to good governance practices, seeks to appoint Mr. Afzalkhan Usman Khan Afridi (DIN: 06896042), who is as an Additional Director of the Company, as an Independent Director.

Mr. Afzalkhan Usman Khan Afridi has been on the Board of the Company in the capacity of an Additional Director on January 17, 2025. After assessing his background, knowledge, and independent judgment, the Board believes that Mr. Afzalkhan Usman Khan Afridi, meets the criteria of independence as prescribed under Section 149 of the Companies Act, 2013, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As an Independent Director, Mr. Afzalkhan Usman Khan Afridi will contribute to the overall governance and strategic direction of the Company, providing valuable input on various aspects of the Company's operations and ensuring transparency and accountability in the decision-making process.

The change in designation is subject to the approval of the shareholders, and the proposed appointment will be made in accordance with the provisions of the Companies Act, 2013, and the Listing Regulations. Mr. Afzalkhan Usman Khan Afridi will continue to serve on the Board as an Independent Director for the term as recommended by the Board.

The approval of the members is being sought for the change in designation and appointment as Independent Director, in accordance with the statutory requirements.

None of the Directors or Key Managerial Personnel of the Company, or their relatives, is in any way concerned or interested in the proposed resolution.

The Board recommends the resolution for your approval.

ITEM NO: 4

The Company, in line with its commitment to good governance practices, seeks to appoint Mr. Sanjay Rajkumar (DIN: 10537921), who is an Additional Director of the Company, as an Independent Director.

Mr. Sanjay Rajkumar has been on the Board of the Company in the capacity of an Additional Director since on January 17, 2025. After assessing his background, knowledge, and independent judgment, the Board believes that Mr. Sanjay Rajkumar meets the criteria of independence as prescribed under Section 149 of the Companies Act, 2013, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As an Independent Director, Mr. Sanjay Rajkumar will contribute to the overall governance and strategic direction of the Company, providing valuable input on various aspects of the Company's operations and ensuring transparency and accountability in the decision-making process.

The change in designation is subject to the approval of the shareholders, and the proposed appointment will be made in accordance with the provisions of the Companies Act, 2013, and the Listing Regulations. Mr. Sanjay Rajkumar will continue to serve on the Board as an Independent Director for the term as recommended by the Board.

The approval of the members is being sought for the change in designation and appointment as Independent Director, in accordance with the statutory requirements.

None of the Directors or Key Managerial Personnel of the Company, or their relatives, is in any way concerned or interested in the proposed resolution.

The Board recommends the resolution for your approval.

ITEM NO: 5

The Company has received a request from Mr. Omkar Pravin Herlekar, who is currently categorized as a 'Promoter' of the Company, to be re-classified from the 'Promoter' category to the 'Public' category as per Regulation 31A of the Listing Regulations. The re-classification request has been reviewed by the Board of Directors and is in compliance with the provisions of the Listing Regulations.

Regulation 31A of the Listing Regulations allows for the re-classification of individuals or entities from the 'Promoter' category to the 'Public' category under certain conditions. The following conditions must be met for re-classification under Regulation 31A:

1. The individual or entity seeking re-classification must not hold more than 10% of the total voting rights of the Company.
2. The individual or entity must not have any special rights with respect to the management or control of the Company.
3. The re-classification must be approved by the shareholders through a special resolution.
4. The approval of the Stock Exchanges is required for the re-classification to become effective.

Mr. Omkar Pravin Herlekar meets all the necessary criteria for re-classification, and the Board has resolved to seek the approval of the shareholders for the re-classification of his shares from the 'Promoter' category to the 'Public' category. The re-classification will allow the Company to comply with the requirements of the Listing Regulations and will also help in further streamlining the ownership structure of the Company.

The re-classification will also ensure that the Company is in alignment with the broader regulatory and governance framework. Once approved by the shareholders, the Board will initiate the process of obtaining the necessary approvals from the Stock Exchanges and other regulatory bodies.

None of the Directors or Key Managerial Personnel of the Company, or their relatives, is in any way concerned or interested in the proposed resolution.

The Board recommends the resolution for your approval.

By order of the Board

For AMARNATH SECURITIES LIMITED

Sd/-

Chetan Patel

DIRECTOR

DIN: 0355608