

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING ("EGM") OF THE COMPANY:

NOTICE is hereby given that the Extra-Ordinary General Meeting ("EGM") of the Shareholders of "Abhishek Finlease Limited" will be held on Friday, 14th February, 2025 at 10:00 A.M. at the registered office of the Company situated at 402, Wall Street - I, Opp. Orient Club Nr. Gujarat College, Ellisbridge, Ahmedabad, Gujarat, India - 380 006 to transact the following Special Businesses:

1. Offer, issue and allot Equity shares on a Preferential Basis for consideration in cash:

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

"RESOLVED THAT, pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, the listing agreements entered into by the Company with BSE Limited ("BSE") (the "Stock Exchange") on which the Equity Shares of the Company having face value of Rs. 10.00/- (Rupees Ten Only) each ("Equity Shares") are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI") and/ or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association ("MOA") and Articles of Association ("AOA") 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, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company ("Shareholders") be and is hereby accorded to the Board to create, issue, offer and allot at an appropriate time, in one or more tranches, up to 3,48,810 (Three Lakhs Forty-Eight Thousand Eight Hundred and Ten) fully paid up Equity shares of the Company having a face value of Rs. 10.00/- (Rupees Ten Only) each at a price of Rs. 43.00/- (Rupees Forty-Three Only) (including premium of Rs. 33.00/- each {Rupees Thirty-Three Only}) per Equity share (hereinafter referred to as the "Equity Shares") ("Preferential Allotment Price") as per valuation report and which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "Floor Price") aggregating to not exceeding Rs. 1,49,98,830/- (Rupees One Crore Forty-Nine Lakhs Ninety-Eight Thousand Eight Hundred and Thirty Only), to the Proposed Allottees, who belong to the "Promoter and Promoter Group category" and "Non-Promoter category", for consideration in cash, on a preferential issue basis ("Preferential Allotment") on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws:

Sr. No.	Name of the Proposed Allottees	No. of Equity shares proposed to be issued
1.	Mahendrabhai Manchndlal Shah	69,760
2.	Vasantbalaben Mahendrabhai Shah	58,140
3.	Shah Mahendra Manchndlal HUF	58,140
4.	Shah Sanket Mahendrabhai	23,250
5.	Sanket Mahendrabhai Shah HUF	23,250
6.	Aakashi Nishith Mehta	23,250
7.	Parth Mangaldas Shah	23,250
8.	Parth Mangaldash Shah HUF	11,630
9.	Mangaldas Jayantilal Shah HUF	11,630
10.	Shivani Parth Shah	23,250
11.	Panchal Hardik	11,630
12.	Ankita Hardik Panchal	11,630
	Total	3,48,810



"RESOLVED FURTHER THAT, in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the price for the Preferential Issue of the Equity Shares is Wednesday, 15th January, 2025 i.e., the date 30 days prior to the date of the Extra-Ordinary General Meeting ("EGM") on which this special resolution is proposed to be passed."

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

- a. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals as the case maybe;
- b. The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations;

However, in addition to the lock-in period prescribed under ICDR Regulations, the said Equity Shares shall along with any further issuance of shares such as Bonus Shares, which may arise in future, shall be locked in for a further period as may be mutually agreed upon by the Company and the Proposed Allottee.

- c. The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- d. The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from 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;
- e. The Equity Shares so offered and issued to the Proposed Allottees, are being issued for consideration in cash;
- f. The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.

Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof."

"RESOLVED FURTHER THAT, the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members."

"RESOLVED FURTHER THAT, any rights or Bonus shares or any entitlements which may arise pursuant to the said allotted shares shall have same effect including lock in period, as that of the Equity Shares issued pursuant to the said preferential issue."

"RESOLVED FURTHER THAT, subject to the receipt of such approvals as may be required under applicable law consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approvals from the Stock Exchange i.e. BSE Limited within the timelines prescribed under the applicable laws."

"RESOLVED FURTHER THAT, the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations."



"RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, any Member of the Board or any committee thereof or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary 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, any Member of the Board and/ or Company Secretary of the Company be and are hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s) or any Officer(s) of the Company including making necessary filings with the Stock Exchange and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution."

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

Registered Office:

402, Wall Street - I, Opp. Orient Club Nr. Gujarat
College, Ellisbridge, Ahmedabad, Gujarat,
India, 380006



**By the Order of the Board of
Abhishek Finlease Limited**

A handwritten signature in blue ink, appearing to read "Mahendrabhai Manchndlal Shah".

Sd/-

**Mahendrabhai Manchndlal Shah
Managing Director
DIN: 01591552**

Place: Ahmedabad

Date: 16th January, 2024

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

As per Section 105 of the Companies Act, 2013 and Rule 19, Sub-Rule (2) of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorized officer or attorney. 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. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as may be applicable.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is attached and forms part of this Notice.
3. Shareholders holding shares in electronic form are hereby informed that bank particulars registered against the respective depository accounts will be used by the Company for payment of the dividend, if any. The company or its Registrar cannot act on any request received directly from the shareholders, holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants of the shareholders.
4. Shareholders holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share transfer agents, MCS Share Transfer Agent Ltd, 12-1-5 Manoharpukar Road, Kolkatta-700 026.
5. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of a Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
7. Electronic copy of the Notice of Extra-Ordinary General Meeting is being sent to all the members whose email IDs are registered with the Company for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of Extra Ordinary General Meeting are being sent in the permitted mode.
8. Members may also note that the Notice of the Extra-Ordinary General Meeting will also be available on the Company's website <http://www.finservices.co.in/> for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.



9. Members holding shares in physical mode may also send the request to the Company or its Registrar by letter or by email at abhishekvm5@rediffmail.com to receive the soft copy of the Notice by email instead of hard copy. Members are requested to bring their Attendance Slip along with their copy of Notice of the Meeting.
10. Since the resolution as set out in the notice are being conducted through e-voting and ballot paper, hence, the said resolutions will not be decided on a show of hands during the EGM.
11. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote on their behalf at the meeting, to the Scrutinizer by e-mail to csgauravbachani@gmail.com with a copy marked to evoting@csdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
12. Members / Proxies / Authorised Representatives are requested to bring their duly filled Attendance Slip together with their copy of the Notice to the Meeting. Documents referred to in the notice / explanatory statement will be available for inspection by the Members of the Company at the registered office of the Company during the business hours on any working day between 11.00 A.M. to 5.00 P.M. up to the date of EGM. Members while visiting Registered Office for inspection are requested to carry a valid identity proof such as PAN Card / Passport / Aadhaar Card / Driving License for identification.
13. Members are requested to provide their client ID and DP ID numbers at the meeting for easy identification.
14. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company at least 10 (Ten) days before the date of the Meeting so that the information required may be made available at the Meeting.
15. GREEN INITIATIVE:

The Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular No. 17/2011 dated 21st April, 2011 and Circular No. 18/2011 dated 29th April, 2011, has allowed companies to send Notice of Extra-Ordinary General Meeting and Explanatory Statement etc., through electronic mode to the registered e-mail address of the members. Keeping in view the underlying theme and the circulars issued by MCA, we propose to send future communications in electronic mode to the e-mail address provided by you to the depositories and made available by them being the registered address. By opting to receive communication through electronic mode you have the benefit of receiving communications promptly and avoiding loss in postal transit.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING

- (i) The voting period begins on 11th February, 2025 (9:00 a.m. IST) and ends on 13th February, 2025 (5:00 p.m. IST). 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 7th February, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on 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 voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<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 and you will be re-directed to e-Voting service provider 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 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
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 toll free no. 1800225533
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

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.



Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
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- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant ABHISHEK FINLEASE LIMITED (Company Name) on which you choose to vote.
- 11) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- 18) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; abhishekvm5@rediffmail.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- 19) In case you have any queries or issues regarding e-voting ,you may refer the frequently asked questions ("FAQs") and e-voting manual available at www.evotingindia.com ,under help section or write an email to helpdesk.evoting@cdslindia.com.



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

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

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS:

- i. The e-Voting period commences 11th February, 2025 (9.00 a.m. IST) and ends on 13th February, 2025 (5.00 p.m. IST). During these period shareholders of the Company, holding shares either in physical form or in the dematerialized form, as on cut-off date of 7th February, 2025 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. The voting rights of shareholders shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company.
- iii. CS Gaurav Bachani, Practicing Company Secretaries ACS 61110; CP No: 22830 of Ahmedabad - 380 006 has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- iv. The Scrutinizer shall, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit forthwith to the Chairman of the Company.

The results declared along with the scrutinizer's report shall be placed on the Company's website <http://www.finservices.co.in/> and on the website of CDSL <https://www.evotingindia.com> within two working days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited where the shares of the Company are listed.



ANNEXURE TO NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 1:

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities i.e. equity shares by way of private placement on a preferential basis to the person(s) and/ or entity(ies) belong to "Promoter and Promoter Group category" and "Non-Promoter category".

Thus, the members are hereby informed that in line with the said proposal to Comply with the RBI Norms for the net owned fund requirement, the Board pursuant to its resolution dated Thursday, 2nd January, 2025 has approved the proposed preferential issue of 3,48,810 (Three Lakhs Forty-Eight Thousand Eight Hundred and Ten) fully paid-up Equity shares of the Company having a face value of Rs. 10.00/- (Rupees Ten Only) each at a price of Rs. 43.00/- (Rupees Forty-Three Only) (including premium of Rs. 33.00/- each {Rupees Thirty-Three Only}) per Equity Share ("**Preferential Allotment Price**") as per valuation report and which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "**Floor Price**") aggregating to not exceeding Rs. 1,49,98,830.00/- (Rupees One Crore Forty-Nine Lakhs Ninety-Eight Thousand Eight Hundred Thirty Only), to the Proposed Allottees for a consideration in cash, on a preferential basis and consequently, recommends the resolution as set out in Item No. 1 above to be passed by the members by remote e-voting/ voting through electronic means.

Pursuant to the above transaction, there would be no change in the management or control or would not result in transfer of ownership of the Company to the Proposed Allottees.

Necessary information/ details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 ("Act") read with the rules issued there-under, are set forth below:

1. Particulars of the offer including date of passing of Board resolution:

The Board, pursuant to the resolutions dated 2nd January, 2025 for raising of funds through preferential issue and 16th January, 2025 for approval of report given by Registered valuer and pricing of shares have been approved.

Board has approved the issue of 3,48,810 (Three Lakhs Forty-Eight Thousand Eight Hundred and Ten) fully paid-up Equity shares, each with a face value of Rs. 10.00/-, (Rupees Ten Only) at a price of Rs. 43.00/- (Rupees Forty-Three Only) (Including premium of Rs. 33.00/- {Rupees Thirty-Three Only}) per share for consideration in cash, which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations, on a preferential basis.

2. The Objects of the issue:

The Company intends to utilize the proceeds raised through the Preferential Issue ("**Issue Proceeds**") towards the following objects:

- a. To meet Working Capital requirements of the Company (referred to below as "**Working Capital requirements**");
- b. Upto 25.00% (twenty-five percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as "**General Corporate Purposes**").



(Collectively referred to below as the "Objects")

Utilization of Issue Proceeds:

The broad range of intended use of the Issue Proceeds for the above Objects is set out herein below:

Sr. No.	Particulars	Total estimated amount to be utilised for each of the Objects (Amount in Rupees)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1.	To meet working capital requirement of the Company	1,12,49,130.00/-	Within 12 months from receipt of funds for the Equity shares. (as set out herein)
2.	General Corporate Purpose	37,49,700.00/-	
Total		1,49,98,830.00/-	

3. Kinds of securities offered and the price at which security is being offered and the total number of shares or other securities to be issued:

The Company has agreed to issue up to 3,48,810 (Three Lakhs Forty-Eight Thousand Eight Hundred and Ten) fully paid-up Equity Shares of the Company having a face value of Rs. 10.00/- (Rupees Ten Only) each at a price of Rs. 43.00/- (Rupees Forty-Three Only) each (including premium of Rs. 33.00/- (Rupees Thirty-Three Only)) per Equity share, which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations.

4. Basis on which the price has been arrived at:

The Company's equity shares are traded on the BSE Limited. The equity shares of the Company are infrequently traded in terms of the SEBI ICDR Regulations. As a result, the Company has taken a valuation report from the Registered Valuer from Mr. Manish Santosh Buchasia, Registered Valuer, Ahmedabad. According to the valuation report, the floor price of equity shares is Rs. 42.89/- (Rupees Forty-Two and Eighty-Nine Paise Only), and the price was calculated using a combination of the PE Ratio value Multiple Method, Profit Earning Capacity value (PECV) Method, and Net Asset Value Method.

In terms of Regulation 166A of SEBI ICDR Regulations, the proposed offer, issue and allotment of Equity shares is more than five per cent of the post issue share capital of the Company, accordingly, the floor price per Equity shares of Rs. 42.39/- (Rupees One Forty-Two and Thirty-Nine Paise Only) has been determined based on the above pricing formula and the valuation report from a Registered Valuer. Valuation report dated Thursday, 16th January, 2025 shall be available for inspection by the Members of the Company at the registered office of the Company during the business hours on any working day between 11.00 AM to 5.00 PM up to the date of EGM.

The price per equity shares to be issued pursuant to the Preferential Issue is fixed at Rs. 43.00/- (Rupees Forty-Three Only), being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

5. The price or price band at/within which the allotment is proposed:

The price per Equity shares to be issued is fixed at Rs. 43.00/- (Rupees Forty-Three Only) which consist of Rs. 10.00/- (Rupees Ten Only) as face value per share and Rs. 33.00/- (Rupees Thirty-Three Only) as Premium per share. Kindly refer to the above-mentioned point no. 4 for the basis of determination of the price.

6. Relevant Date with reference to which the price has been arrived at:

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for Equity Shares to be issued is **Wednesday, 15th January, 2025** i.e., being the date 30 days prior to the date of Extra-Ordinary General Meeting ("EGM").



7. The pre-issue and post-issue shareholding pattern of the Company:

The pre-issue shareholding pattern of the Company as on 31st December, 2024 and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) is mentioned herein below:

Sr. No.	Description	Pre-Issue shareholding		*Post issue shareholding	
		No. of shares	% of shares	No. of shares	% of shares
(A)	Promoter and Promoter Group's Shareholding				
1	Indian				
(a)	Individuals/ Hindu Undivided Family	28,49,566	66.83	30,82,106	66.82
(b)	Central Government/ State Government(s)	-	-	-	-
(c)	Bodies Corporate	-	-	-	-
(d)	Financial Institutions/ Banks	-	-	-	-
(e)	Any Others (Specify)	252000	5.91	252000	5.46
	Sub Total(A)(1)	31,01,566	72.74	33,34,106	72.28
2	Foreign				
A	Individuals (Non - Residents Individuals/ Foreign Individuals)	-	-	-	-
B	Bodies Corporate	-	-	-	-
C	Institutions	-	-	-	-
D	Any Others (Specify)	-	-	-	-
	Sub Total(A)(2)	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1) +(A)(2)	31,01,566	72.74	33,34,106	72.28
(B)	Public shareholding				
1	Institutions				
(a)	Mutual Funds/ UTI	-	-	-	-
(b)	Financial Institutions/ Banks	-	-	-	-
(c)	Central Government/ State Government(s)	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-
(e)	Insurance Companies	-	-	-	-
(f)	Foreign Portfolio Investors	-	-	-	-
(g)	Foreign Institutional Investors	-	-	-	-
(h)	Foreign Venture Capital Investors	-	-	-	-
(i)	Any Other - Foreign Body Corporate	-	-	-	-
	Sub-Total (B)(1)	-	-	-	-
B	Public Shareholding				
2	Non-institutions				
(a)	Bodies Corporate				
(b)	Individuals				
I	Individual shareholders holding nominal share capital up to Rs. 2 Lakh	6,97,175	16.35	7,20,435	15.62
II	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	4,18,871	9.82	4,88,621	10.59
(c)	NBFCs registered with RBI	-	-	-	-
(d)	Any Other (specify)	46288	1.09	69,548	1.51
	- Non-Resident Indians	-	-	-	-



	- Clearing Member	-	-		
	- Trust				
	- Hindu Undivided Family	-		23,260	0.50
	- LLP	-		-	-
	0	-		-	-
	Sub-Total (B)(2)	11,62,334	27.26	12,78,604	27.72
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	11,62,334	27.26	12,78,604	27.72
	TOTAL (A)+(B)	42,63,900	100.00	46,12,710	100.00
(C)	Non Promoter - Non Public	-	-	-	-
1	Shares held by Custodian for GDRs & ADRs	-	-	-	-
2	Employee Benefit Trust (under SEBI (SBEB) Reg., 2014)	-	-	-	-
	Sub-Total (C):	0	0	0	0.00
	GRAND TOTAL (A)+(B)+(C)	42,63,900	100.00	46,12,710	100.00

Note:

1. The post issue shareholding pattern in the above table has been prepared on the basis that the Proposed Allottees would have subscribed to and been allotted all the Equity shares. In the event for any reason, the Proposed Allottees does not or are unable to subscribe to and/ or are not allotted the Equity shares, the shareholding pattern in the above table would undergo corresponding changes.
2. It is further assumed that shareholding of the Company in all other categories will remain unchanged.
3. The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity shares of the Company.

8. Name and address of valuer who performed valuation:

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, the floor price of Rs. 43.00/- (Rupees Forty-Three Only) of the shares to be issued and allotted to the proposed allottees has been determined taking into account the Valuation Report dated Thursday, 16th January, 2025, issued by Mr. Manish Santosh Buchasia, Registered Valuer, Ahmedabad, in accordance with Regulation 166A of the ICDR Regulations ("**Valuation Report**"). The Valuation Report shall be available for inspection by the members and the same may be available on the Company's website at <http://www.finservices.co.in/>.

9. Amount which the Company intends to raise by way of such securities:

Up to Rs. 1,49,98,830/- (Rupees One Crore Forty-Nine Lakhs Ninety-Eight Thousand Eight Hundred and Thirty Lakhs Only) (amounts round off nearby zero).

10. Material terms of raising such securities, proposed time schedule, principal terms of assets charged as securities, issue including terms and rate of dividend on each share, etc.

The Equity shares are being issued on a preferential basis for a consideration in cash at an issue price of Rs. 43.00/- (Rupees Forty-Three Only) per share in accordance with Regulation 164 of SEBI ICDR Regulations to the Proposed Allottees.

The Equity shares being issued shall be pari-passu with the existing Equity shares of the Company.

Principal terms of assets charged as securities is not applicable.

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

The aforementioned allotment, if approved, is proposed to be made to above mentioned allottees, under "Promoter and Promoter Group Category" and "Non Promoter Category" of the Company.

12. The intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer:



The Equity Shares shall be offered to the Proposed Allottees only. Except Mr. Mahendrabhai Manchndlal Shah, Mahendra Manchndlal Shah (HUF), Ms. Vasantbalaben Mahendrabhai Shah, Mr. Shah Sanket Mahendrabhai and Sanket Mahendrabhai Shah HUF, part of Promoter and Promoter Group, none of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity shares proposed to be issued under the Preferential Allotment.

13. The proposed time within which the allotment shall be completed:

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of the Equity shares on or before the expiry of 15 (Fifteen) days from the date of passing of the special resolution by the Members for issue and allotment of the Equity shares, provided that where the issue and allotment of the shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

14. The names of the Proposed Allottee and the percentage of post preferential offer capital that may be held by them:

The Proposed Allottees are as under:

Sr. No.	Name of the Proposed Allottees	No. of Equity shares proposed to be issued	% of post preferential
1.	Mahendrabhai Manchndlal Shah	69,760	35.12
2.	Vasantbalaben Mahendrabhai Shah	58,140	12.03
3.	Shah Mahendra Manchndlal HUF	58,140	15.53
4.	Shah Sanket Mahendrabhai	23,250	3.64
5.	Sanket Mahendrabhai Shah HUF	23,250	0.50
6.	Aakash Nishith Mehta	23,250	0.81
7.	Parth Mangaldas Shah	23,250	0.88
8.	Parth Mangaldash Shah HUF	11,630	0.25
9.	Mangaldas Jayantilal Shah HUF	11,630	0.25
10.	Shivani Parth Shah	23,250	0.50
11.	Panchal Hardik	11,630	0.25
12.	Ankita Hardik Panchal	11,630	0.25
	Total	3,48,810	70.02

15. The change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

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

During the Financial Year 2024-25, no preferential allotment of any securities has been made to any person.

17. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

18. Lock-in Period:

The proposed allotment of the Equity Shares, shall be subject to a lock-in as per the requirements of ICDR Regulations i.e., 18 (Eighteen) Months for Promoter and Promoter Group Category and 6 (Six) months for Public Category, from the date of trading approval. However, in addition to the lock-in period prescribed under ICDR Regulations, the said Equity shares shall along with any further issuance of shares such as Bonus Shares, which may arise in future, shall be locked in for a further period as may be mutually agreed upon by the Company and the Proposed Allottees.



The entire pre-preferential allotment shareholding of the allottees, shall be locked-in as per the requirements of ICDR Regulations i.e., from the relevant date up to a period of 90 trading days from the date of trading approval.

19. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are listed, for listing of the aforementioned Equity Shares.

The above shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects.

20. The name of the Proposed Allottee, the identities of the persons who are the ultimate beneficial owners of the shares and / or who ultimately control the Proposed Allottee:

Sr. No.	Proposed Allottee subscribing to the Shares	Category	Natural persons who are the ultimate beneficial owners	Pre-Issue shareholding		No. of Shares to be allotted	*Post issue shareholding	
				No. of Shares	% of Shareholding		No. of Shares	% of Shareholding
1.	Mahendrabhai Manchndlal Shah	Promoter	N.A.	15,50,100	36.35	69,760	16,19,860	35.12
2.	Vasantbalaben Mahendrabhai Shah	Promoter	N.A.	4,96,674	11.65	58,140	5,54,814	12.03
3.	Shah Mahendra Manchndlal (HUF)	Promoter	Shah Mahendra Manchndlal	6,58,000	15.43	58,140	7,16,140	15.53
4.	Shah Sanket Mahendrabhai	Promoter	N.A.	1,44,792	3.40	23,250	1,68,042	3.64
5.	Sanket Mahendrabhai Shah HUF	Promoter Group	Sanket Mahendrabhai Shah	0	0.00	23,250	23,250	0.50
6.	Aakashi Nishith Mehta	Non-Promoter	N.A.	13,900	0.33	23,250	37,150	0.81
7.	Parth Mangaldas Shah	Non-Promoter	N.A.	17,500	0.41	23,250	40,750	0.88
8.	Parth Mangaldash Shah HUF	Non-Promoter	Parth Mangaldash Shah	0	0.00	11,630	11,630	0.25
9.	Mangaldas Jayantilal Shah HUF	Non-Promoter	Mangaldas Jayantilal Shah	0	0.00	11,630	11,630	0.25
10.	Shivani Parth Shah Panchal Hardik	Non-Promoter	N.A.	0	0.00	23,250	23,250	0.50
11.	Mahendrabhai Manchndlal Shah	Non-Promoter	N.A.	0	0.00	11,630	11,630	0.25
12.	Vasantbalaben Mahendrabhai Shah	Non-Promoter	N.A.	0	0.00	11,630	11,630	0.25

* Considered after allotment of Equity shares in cash

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



The percentage of post preferential issue capital that may be held by the Proposed Allottees and change in control, if any in the Company consequent to the preferential issue is as below:

Sr. No.	Proposed Allottee subscribing to the Shares	Category	Natural persons who are the ultimate beneficial owners	Pre-Issue shareholding		No. of Shares to be allotted	*Post issue shareholding	
				No. of Shares	% of Shareholding		No. of Shares	% of Shareholding
1.	Mahendrabhai Manchndlal Shah	Promoter	N.A.	15,50,100	36.35	69,760	16,19,860	35.12
2.	Vasantbalaben Mahendrabhai Shah	Promoter	N.A.	4,96,674	11.65	58,140	5,54,814	12.03
3.	Shah Mahendra Manchndlal (HUF)	Promoter	Shah Mahendra Manchndlal	6,58,000	15.43	58,140	7,16,140	15.53
4.	Shah Sanket Mahendrabhai	Promoter	N.A.	1,44,792	3.40	23,250	1,68,042	3.64
5.	Sanket Mahendrabhai Shah HUF	Promoter Group	Sanket Mahendrabhai Shah	0	0.00	23,250	23,250	0.50
6.	Aakashi Nishith Mehta	Non-Promoter	N.A.	13,900	0.33	23,250	37,150	0.81
7.	Parth Mangaldas Shah	Non-Promoter	N.A.	17,500	0.41	23,250	40,750	0.88
8.	Parth Mangaldash Shah HUF	Non-Promoter	Parth Mangaldash Shah	0	0.00	11,630	11,630	0.25
9.	Mangaldas Jayantilal Shah HUF	Non-Promoter	Mangaldas Jayantilal Shah	0	0.00	11,630	11,630	0.25
10.	Shivani Parth Shah Panchal Hardik	Non-Promoter	N.A.	0	0.00	23,250	23,250	0.50
11.	Mahendrabhai Manchndlal Shah	Non-Promoter	N.A.	0	0.00	11,630	11,630	0.25
12.	Vasantbalaben Mahendrabhai Shah	Non-Promoter	N.A.	0	0.00	11,630	11,630	0.25

* Considered only after allotment of equity shares in cash

There is no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

22. The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:

The Current and proposed status of the Proposed Allottees post the preferential issue is as follow:

Sr. No.	Proposed Allottee subscribing to the Shares	No. of Shares to be allotted	No. of Shares		Current Status	Proposed Status
			No. of Shares	% of Shareholding		
1.	Mahendrabhai Manchndlal Shah	69,760	16,19,860	35.12	Promoter	Promoter



2.	Vasantbalaben Mahendrabhai Shah	58,140	5,54,814	12.03	Promoter Group	Promoter Group
3.	Shah Mahendra Manchndlal (HUF)	58,140	7,16,140	15.53	Promoter Group	Promoter Group
4.	Shah Sanket Mahendrabhai	23,250	1,68,042	3.64	Promoter Group	Promoter Group
5.	Sanket Mahendrabhai Shah HUF	23,250	23,250	0.50	Promoter Group	Promoter Group
6.	Aakashshi Nishith Mehta	23,250	37,150	0.81	Non-Promoter	Non-Promoter
7.	Parth Mangaldas Shah	23,250	40,750	0.88	Non-Promoter	Non-Promoter
8.	Parth Mangaldash Shah HUF	11,630	11,630	0.25	Non-Promoter	Non-Promoter
9.	Mangaldas Jayantilal Shah HUF	11,630	11,630	0.25	Non-Promoter	Non-Promoter
10.	Shivani Parth Shah Panchal Hardik	23,250	23,250	0.50	Non-Promoter	Non-Promoter
11.	Mahendrabhai Manchndlal Shah	11,630	11,630	0.25	Non-Promoter	Non-Promoter
12.	Vasantbalaben Mahendrabhai Shah	11,630	11,630	0.25	Non-Promoter	Non-Promoter

** Considered only after allotment of equity shares in cash*

23. Practicing Company Secretary's Certificate:

A certificate from Mr. Gaurav Vasudev Bachani, Practicing Company Secretary, certifying that the issue of Equity Shares is being made in accordance with requirements of ICDR Regulations and is available for inspection at the General Meeting of the members. The same is also available at the website of the Company at <http://www.finservices.co.in/>.

24. Undertaking:

- Neither the Company, nor any of its directors and/ or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- Neither the Company nor any of its directors and/ or Promoters are a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- The Proposed Allottees have confirmed that they have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.
- The Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations, if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid. *

*Since the Company's Equity Shares are listed on recognized Stock Exchange for a period of more than 90 Trading days prior to the Relevant Date, the Company is neither required to re-compute the price nor is required to submit an undertaking as specified under applicable provisions of SEBI ICDR Regulations.

The approval of the Members is being sought to enable the Board to issue and allot the Equity Shares on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement.



Except the proposed allottees, none of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board, accordingly, recommends passing of the Special Resolution as set out in Item No. 1 of this Notice, for the approval of the Members.

Registered Office:
402, Wall Street - I, Opp. Orient Club Nr. Gujarat
College, Ellisbridge, Ahmedabad, Gujarat,
India, 380006

Place: Ahmedabad
Date: 16th January, 2024

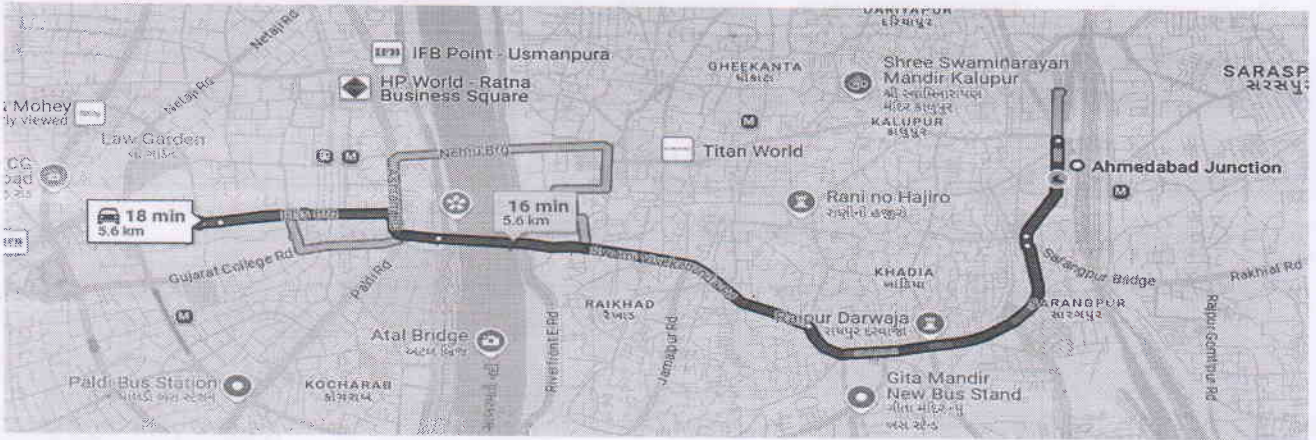


**By the Order of the Board of
Abhishek Finlease Limited**

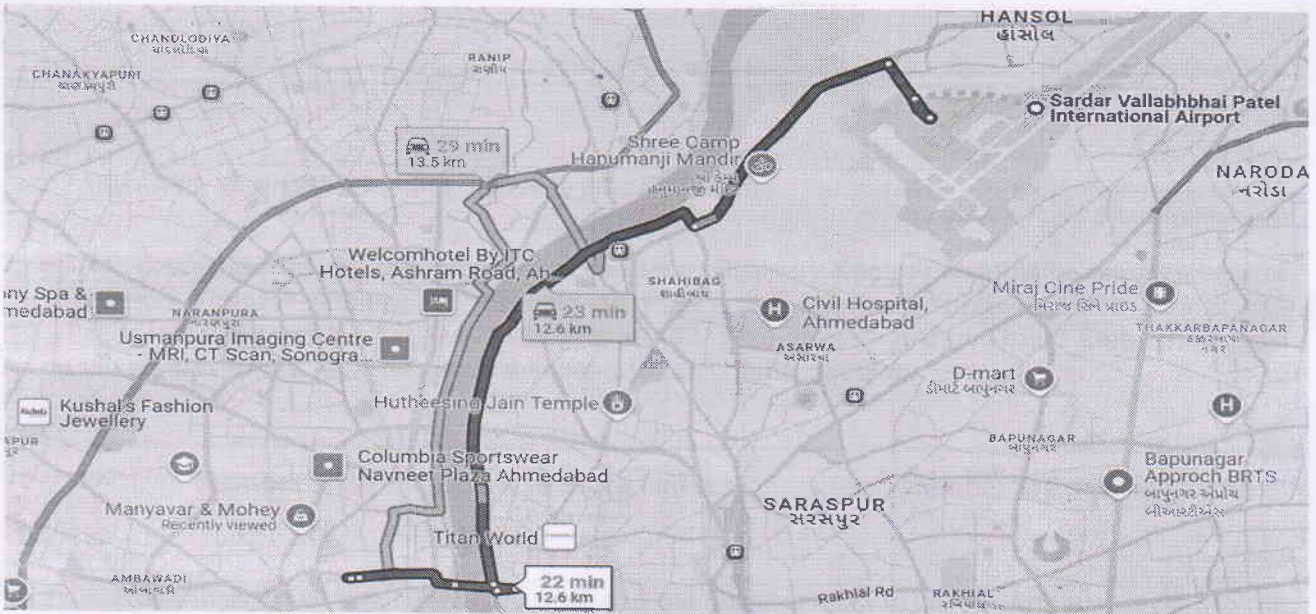
**Sd/-
Mahendrabhai Manchndlal Shah
Managing Director
DIN: 01591552**

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

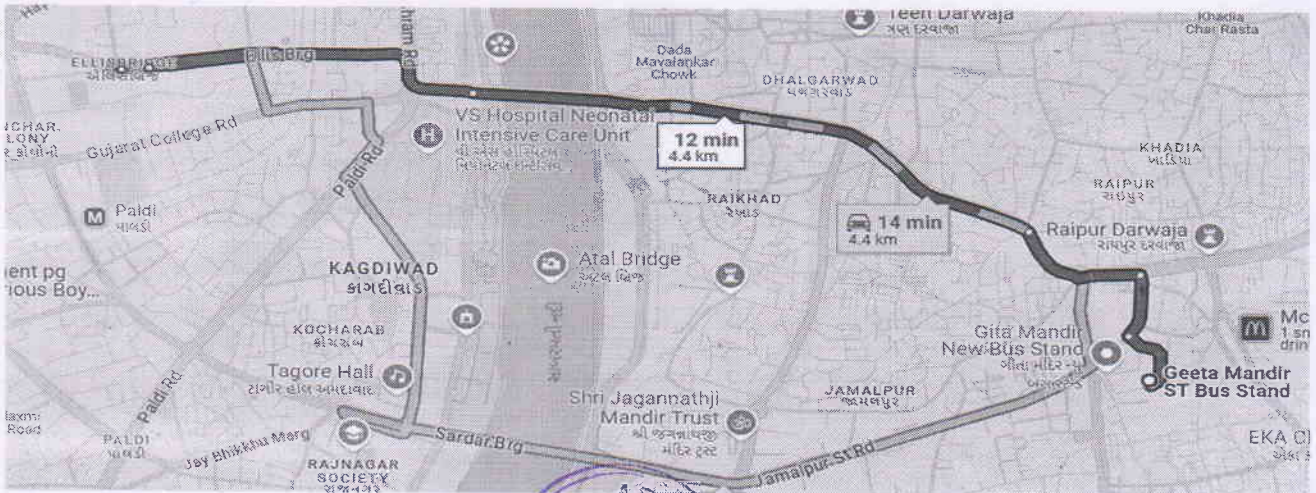
A. From Ahmedabad Railway Station



B. From Ahmedabad Airport



C. From Ahmedabad Central Bus Station



ABHISHEK FINLEASE LIMITED
CIN: L67120GJ1995PLC024566
ISIN NO: INE723C01015

**402, Wall Street - I, Opp. Orient Club Nr. Gujarat College, Ellisbridge, Ahmedabad, Ahmedabad,
Gujarat, India, 380006**

Mail : abhishekvm5@rediffmail.com Mob : 9925854381

Website : www.finservices.co.in

ATTENDANCE SLIP

Regd. Folio No./DP Id No.*/Client Id No.*	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS)	
Name of the Joint holder (if any)	

*Applicable for investor holding shares in electronic form.

I/we hereby record my/our presence at the Extra-Ordinary General Meeting of the Members of Abhishek Finlease Limited will be held on Friday, 14th February, 2025 at 10:00 A.M. at the Registered Office of the Company situated at 402, Wall Street - I, Opp. Orient Club Nr. Gujarat College, Ellisbridge, Ahmedabad, Ahmedabad, Gujarat, India, 380006.

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature

Notes:

1. A Member/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the Meeting and handover at the entrance duly signed.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.



ABHISHEK FINLEASE LIMITED
CIN: L67120GJ1995PLC024566
ISIN NO: INE723C01015

402, Wall Street - I, Opp. Orient Club Nr. Gujarat College, Ellisbridge, Ahmedabad, Ahmedabad,
Gujarat, India, 380006

Mail : abhishekvm5@rediffmail.com Mob : 9925854381

Website : www.finervices.co.in

PROXY FORM

(Form No. MGT-11 - Pursuant to section 105(6) of the Companies Act, 2013 and
Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member(s)	
Registered Address	
E-mail Id	
Folio No/Client Id	

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

1. Name:

Address:

E-mail Id:
failing him

Signature: _____ or

2. Name:

Address:

E-mail Id:
failing him

Signature: _____ or

3. Name:

Address:

E-mail Id:

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Members of Abhishek Finlease Limited will be held on Friday, 14th February, 2025 at 10:00 A.M. at the Registered Office of the Company situated at 402, Wall Street - I, Opp. Orient Club Nr. Gujarat College, Ellisbridge, Ahmedabad, Ahmedabad, Gujarat, India, 380006 any adjournment thereof in respect of such resolutions as are indicated below:

1. Offer, issue and allot Equity shares on a Preferential Basis for consideration in cash:

Signed this.....day of.....2025

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp
(Rs. 1)

Note: This form of proxy in order to be effective should be duly completed, signed, stamped and be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Extra-Ordinary General Meeting.



ABHISHEK FINLEASE LIMITED
CIN : L67120GJ1995PLC024566
ISIN NO : INE723C01015

**402, Wall Street - I, Opp. Orient Club Nr. Gujarat College, Ellisbridge, Ahmedabad, Ahmedabad,
Gujarat, India, 380006**

Mail : abhishekym5@rediffmail.com Mob : 9925854381

Website : www.finservices.co.in

Form No. MGT- 12

Polling Paper

*[Pursuant to section 109(5) of the Companies Act, 2013 and Rule 21(1) (c) of the Companies
(Management and Administration) Rules, 2014]*

Extra-Ordinary General Meeting ("EGM")

Date: 14th February, 2025; Time: 10:00 A.M.

NAME OF THE COMPANY:	Abhishek Finlease Limited
REGISTERED OFFICE:	402, Wall Street - I, Opp. Orient Club Nr. Gujarat College, Ellisbridge, Ahmedabad, Ahmedabad, Gujarat, India, 380006
CIN:	L67120GJ1995PLC024566

BALLOT PAPER

Sr. No	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No. / *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Share of Rs. 10.00/- Each

I hereby exercise my vote in respect of Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

Sr. No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	Offer, issue and allot Equity shares on a Preferential Basis for consideration in cash:			

Place:

Date:

(Signature of the Shareholder/Proxy Holder)

Note:

- Signature of Shareholder / Proxy holder should be as per specimen registered / recorded with the Company / Depository.
- Any cutting / overwriting in this ballot paper should be signed by the shareholder / proxy holder.
- Shareholder / Proxy holder may exercise their votes either by putting a "√" or indicating number of shares in appropriate column against the resolution indicated in the box.
- Number of shares held will be reckoned as on the cut-off date i.e. 7th February, 2025.

