

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 15<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF DEALMONEY COMMODITIES PRIVATE LIMITED WILL BE HELD ON WEDNESDAY 24<sup>TH</sup> SEPTEMBER 2025 AT 11:00 AM THROUGH VIDEO CONFERENCING (VC)/OTHER AUDIO VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESSES:**

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### **Ordinary Business:**

#### **1. TO CONSIDER AND ADOPT FINANCIAL STATEMENTS OF THE COMPANY:**

To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March 2025 including Balance Sheet as at that date and Profit and Loss Account for the year ended together with the Reports of Directors and Auditors thereon and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** the Audited Financial Statements for the year ended on 31<sup>st</sup> March 2025 together with Statutory Auditors Report and Boards’ Report as circulated be and are hereby received, considered and adopted pursuant to Section 137 and other applicable provisions, if any of the Companies Act, 2013.”

### **Special Business:**

#### **2. TO CONSIDER REGULARIZATION OF ADDITIONAL DIRECTOR MR. DINAKARA DEVADIGA (DIN: 10860602) AS THE DIRECTOR OF THE COMPANY**

*To consider and if thought fit, to convey assent or dissent to the following **Ordinary Resolution:***

**“RESOLVED THAT** pursuant to Section 152, 161 and other applicable provisions (including any modification or re-enactment thereof for the time being in force), Rules made there under and Article of Association of the Company, Mr. Dinakara Devadiga (DIN: 10860602), who was appointed as an Additional Director by the Board of Directors with effect from December 27, 2024 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Director of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**3. TO CONSIDER REGULARIZATION OF ADDITIONAL INDEPENDENT DIRECTOR MR. ABHAY SETHIA (DIN: 09721583) AS THE DIRECTOR OF THE COMPANY**

*To consider and if thought fit, to convey assent or dissent to the following **Ordinary Resolution:***

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Schedule IV to the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Mr. Abhay Sethia (DIN: 09721583), who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from 28-03-2025 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act and Articles of Association of the Company, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 years years commencing from 28<sup>th</sup> March, 2025 till 27<sup>th</sup> March, 2030.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper, or desirable to give effect to this resolution.”

**4. TO CONSIDER AND APPROVE TRANSACTIONS TO BE ENTERED BY THE COMPANY WITH ITS RELATED PARTIES:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any amendments thereto or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to enter into contract(s)/arrangement(s)/transaction(s) by the company with the related parties up to the maximum amount as mentioned herein below for the Financial Year 2025-2026;

| Name of the related party             | Transactions   | Relation        | Value (Rs.)  |
|---------------------------------------|--|-----------------|--------------|
| Sarsan Securities Private Limited     | Availing/ Giving Loan,<br>Availing/Giving guarantee/<br>Availing/Giving Services | Group Company   | 40,00,00,000 |
| Family Care Hospital Limited          | Availing/ Giving Loan,<br>Availing/Giving guarantee/<br>Availing/Giving Services | Group Company   | 20,00,00,000 |
| Onelife Capital Advisors Limited      | Availing/ Giving Loan,<br>Availing/Giving guarantee/<br>Availing/Giving Services | Holding Company | 40,00,00,000 |
| Dealmoney Dis And Advisory Pvt Ltd    | Availing/ Giving Loan,<br>Availing/Giving guarantee/<br>Availing/Giving Services | Group Company   | 10,00,00,000 |
| Dealmoney Dis And E Marketing Pvt Ltd | Availing/ Giving Loan,<br>Availing/Giving guarantee/<br>Availing/Giving Services | Group Company   | 40,00,00,000 |
| Dealmoney Real Estate Pvt Ltd         | Availing/ Giving Loan,<br>Availing/Giving guarantee/                             | Group Company   | 40,00,00,000 |

|                                   |  |                             |              |
|-----------------------------------|--|-----------------------------|--------------|
|                                   | Availing/Giving Services   |                             |              |
| Mr. Pandoo Naig                   | Availing/Giving guarantee  | Director of Holding Company | 40,00,00,000 |
| Mr. Prabhakara Naig               | Availing/Giving guarantee  | Director of Holding Company | 40,00,00,000 |
| Vaaman Pesticides Private Limited | Availing/ Giving Loan,<br>Availing/Giving guarantee/<br>Availing/Giving Services | Group Company               | 40,00,00,000 |
| Continental Controls limited      | Availing/ Giving Loan,<br>Availing/Giving guarantee/<br>Availing/Giving Services | Group Company               | 40,00,00,000 |

**RESOLVED FURTHER THAT** any of the Directors and Company Secretary of the Company be and are hereby severally authorized to take such actions and steps, as may be necessary and to settle all matters arising out of and incidental thereto, and to sign and execute deeds, applications, agreement, undertakings, documents, amendments and /or writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to aforesaid resolution."

**5. TO ADOPT MEMORANDUM OF ASSOCIATION AS PER PROVISIONS OF THE COMPANIES ACT, 2013:**

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 Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or reenactment

thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded for the following:

- (i) The Nomenclature of Clause III [A] "MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:" of existing Memorandum of Association of the Company be replaced with "The Objects to be pursued by the Company on its Incorporation are:
- (ii) The Nomenclature of Clause III [B] "OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS ARE" of existing Memorandum of Association of the Company be replaced with "Matters which are necessary for furtherance of the Objects specified are:"
- (iii) For Replace of the words "Section 58A of the Companies Act, 1956" from the existing Clause III (B) and substituting in its place "Section 73 to 76 of the Companies Act, 2013".
- (iv) To replace the words "the Companies Act, 1956" from the existing Clause III (B) and substituting in its place "the Companies Act, 2013".
- (v) To delete clause No. III (B) and all clauses be renumbered accordingly.
- (vi) The Clause IV "The liabilities of the members is limited" of existing Memorandum of Association of the Company be replaced with: "The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them".

The existing 'Clause V' be and is hereby stands deleted and replaced by:

- V. The Authorised Share Capital of the Company is Rs. 1,44,50,00,000/- (Rupees One Forty Four Crore Fifty Lakhs only) divided into 14,45,00,000 (Fourteen Crore Forty Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each. The Company has power from time to time to increase, or reduce or divide its capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by or in accordance with the Articles of 'Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time being to permitted by the Articles of Association of the Company or the legislative provision for the time being, in force in that behalf.

**"RESOLVED FURTHER THAT** the existing clause III (C) - Other objects of the Memorandum of Association of the Company be and is hereby deleted in its entirety. Accordingly, Memorandum of Association will no longer carry 'OTHER OBJECTS'.

**"RESOLVED FURTHER THAT** any of the Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected

therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**6. TO ADOPT ARTICLES OF ASSOCIATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013:**

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 5, 14 and other applicable provisions, if any, of Companies Act, 2013, ("the Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this Meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

**"RESOLVED FURTHER THAT** any of the Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**7. TO AUTHORIZE THE BOARD OF DIRECTORS TO BORROW MONEY/MONIES UPTO AN AMOUNT NOT EXCEEDING RS. 100 CRORES FOR A TENURE OF 01 YEAR**

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 Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or any amendments or any substitution or re-enactment thereof for the time being in force, and all other applicable Acts, laws, rules, regulations, and guidelines for the time being in force, the members of the Company hereby grant authority to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of



money not exceeding **Rs. 100,00,00,000/- (Rupees One Hundred Crore only)** [including the money already borrowed by the Company], for a tenure of one **(01) year** (i.e., for **FY 2025-2026**), on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and, if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether movable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) and remaining undischarged at any given time, exceeds the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

**8. TO AUTHORIZE THE BOARD OF DIRECTORS TO MAKE INVESTMENTS, EXTEND GUARANTEE, PROVIDE SECURITY, MAKE INTER CORPORATE LOANS UPTO AN AMOUNT NOT EXCEEDING RS. 100 CRORES FOR A TENURE OF 01 YEAR:**

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 Section 186 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, and subject to the necessary approvals, consents, sanctions and permissions of appropriate authorities, as may be necessary, the members of the Company hereby grants authority to the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include person(s) authorized and/or a committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to:

- make loan(s) in one or more tranches;
- and/or give guarantee(s)/provide any security(ies) in connection with loan(s) made either in Indian Rupees or in any other foreign currency to the Company or other bodies corporate by any banks/financial institutions/bodies corporate and/or any other person, situated within or outside the country;
- and/or to make investment by acquisition, subscription, purchase or otherwise in the securities of any body corporate,

up to a limit of **Rs. 1,00,00,00,000/- (Rupees One Hundred Crores Only)** for a tenure of **one (01) year** (i.e., for **FY 2025-2026**).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to negotiate and finalize the terms and conditions of such investments, loans, guarantees and provision of securities on behalf of the Company and to take such other steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, if any required, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

### **9. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable rules (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to offer, issue and allot 5,48,446 equity shares of face value ₹ 10/- each at an issue price of ₹ 27.35/- per share (including a premium of ₹17.35 per share), aggregating to Rs. 1,50,00,000/- on a preferential basis to the following individual:

| <b>Name of the Allottee</b> | <b>PAN</b> | <b>Address</b>  | <b>No. of Shares</b> | <b>Consideration (INR)</b> |
|-----------------------------|------------|---|----------------------|----------------------------|
| Mr. Ankur Mehta             | AJGPM2288K | 101,102 Royal accord , Opp. Shiv sena Bhavan , Gokhale road , Dadar (w) , Mumbai 28 | 5,48,446             | 1,50,00,000/-              |

**RESOLVED FURTHER THAT** the equity shares proposed to be allotted shall rank **pari-passu** in all respects with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary to give effect to this resolution, including:



- Acceptance of application money,
- Allotment of shares,
- Filing of necessary forms with Registrar of Companies (ROC),
- Issuance of share certificates, and
- Compliance with any requirements of SEBI or stock exchanges in light of the Company's registration as a stockbroker."

By order of the Board of Directors of  
Dealmoney Commodities Private Limited

Sd/-  
Anil R Bapardekar  
Director  
DIN: 10126442

Place: Thane  
Date: 30-08-2025

**NOTES:**

1. The Ministry of Corporate affairs ('MCA') has vide its General Circular No. 09/2024 dated 19<sup>th</sup> September, 2024 and such other applicable circulars issued by MCA ('the Circulars'), the Companies are allowed to hold AGM through video conference or other audio visual means ("VC/OAVM") upto 30<sup>th</sup> September 2025, without the physical presence of members at a common venue. Accordingly, the MCA vide its General Circular No. 3/2022 dated 05<sup>th</sup> May, 2022, General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021, General Circular No. 20/2021 dated 08<sup>th</sup> December, 2021 General Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020 (collectively referred to as MCA Circulars) has prescribed the procedures and manner of conducting the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) (facility without the physical presence of the Shareholders at a common venue). In compliance with the provisions of the Companies Act, 2013 read with MCA Circulars, the AGM of the Shareholders will be held through VC/OAVM. Hence, Shareholders can attend and participate in the AGM through VC/OAVM only.
2. Pursuant to the Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Shareholders is not available for this AGM being held through VC / OAVM and

therefore, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

3. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified scanned copy (PDF/JPG Format) of the Board Resolution/Power of Attorney authorizing their representatives to attend and vote on their behalf at the meeting.
4. The attendance of the Shareholders attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Members attending the Annual General Meeting (AGM) of the Company are requested to confirm their attendance along with the location during the meeting through video conferencing.
6. The link for the meeting will be shared through mail before the AGM.

Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, concerning the special business in the Notice of this Annual General Meeting is annexed hereto and forms part of this report.

By order of the Board of Directors of  
Dealmoney Commodities Private Limited

Sd/-  
Anil R Bapardekar  
Director  
DIN: 10126442

Place: Thane  
Date: 30-08-2025

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO. 2: TO CONSIDER REGULARIZATION OF ADDITIONAL DIRECTOR MR. DINAKARA DEVADIGA (DIN: 10860602) AS THE DIRECTOR OF THE COMPANY**

Pursuant to the provisions of Section 152 of the Companies Act, 2013 the directors shall be appointed by the members in the General Meeting of the company. In view of the same, Mr. Dinakara Devadiga will be appointed by the members at the ensuing Annual General Meeting of the company.

The Company has received consent to act as a Director of the Company in Form DIR 2 and a declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8.

Brief Profile of Mr. Dinakara Devadiga: Mr. Dinakara Devadiga, age 54 years is a seasoned compliance professional with over 29 years of extensive experience in regulatory compliance, risk management, and governance frameworks. Holding a Bachelor of Commerce degree along with a Diploma in Post Graduate Diploma in Management (PGDM), he has consistently demonstrated deep expertise in ensuring adherence to statutory and regulatory requirements across various sectors. Dinakara's career reflects a strong commitment to ethical practices, operational integrity, and effective compliance oversight, making him a valuable asset in any governance-driven environment. He has previously worked with Paytm Money Limited, Axis Securities Limited, JM Financial Services Limited, Reliance Securities Limited, Orix Auto & Business Solutions Ltd, Inter-Connect Stock Exchange Of India Ltd- Executive, Prabhudas Lilladher Pvt Ltd and Dsp Merrill Lynch Ltd.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 the directors shall be appointed by the members through Ordinary Resolution in the General Meeting of the company. In view of the same, Mr. Dinakara Devadiga shall be appointed as Director by the members in the Annual General Meeting of the company.

Mr. Dinakara Devadiga - Director of the company is an interested director. None of the other Directors or Key Managerial Personnel of the Company, is in any way, concerned or interested, financially or otherwise, in the resolution.

Following are the details as per Secretarial Standards-2 issued by The Institute of Company Secretaries of India:

| Sr. No | Particulars   | Details   |
|--------|---|---|
| 1.     | Age   | 54 years  |
| 2.     | Qualifications  | Mr. Dinakara Devadiga is a graduate along with a Diploma in Post Graduate Diploma in Management (PGDM)  |
| 3.     | Experience (including expertise in specific functional area) / Brief Resume                   | He has 29 years of work experience in regulatory compliance, risk management, and governance frameworks   |
| 4.     | Terms and Conditions of Re-appointment  | <p>The term of Mr. Dinakara Devadiga as the Additional Director shall expire in the ensuing Annual General Meeting.</p> <p>In terms of Section 152 of the Companies Act, 2013, Mr. Dinakara Devadiga, being eligible is proposed to be appointed as a Director.</p> |
| 5.     | Remuneration (including sitting fees, if any) last drawn (FY 2024-25)                         | 1.66 Lakhs  |
| 6.     | Remuneration proposed to be paid  | Upto Rs. 24,00,000/- pa   |
| 7.     | Date of first appointment on the Board  | 27/12/2024  |
| 8.     | Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2025 | Nil   |
| 9.     | Relationship with other Directors / Key Managerial Personnel                                  | No Relation   |

|     |  |  |
|-----|--|--|
| 10. | Number of meetings of the Board attended during the financial year 2024-25   | Seven (7)  |
| 11. | Directorships of other Boards as on March 31, 2025                           | As on March 31, 2025, Mr. Dinakara Devadiga holds Directorship in following Companies:<br><br>1. Dealmoney Financial Services Private Limited<br>2. Dealmoney Distribution And Advisory Services Private Limited |
| 12. | Membership / Chairmanship of Committees of other Boards as on March 31, 2025 | Nil  |
| 13. | Listed entities from which the Director has resigned in the past three years | Nil  |

**ITEM NO. 3: REGULARIZATION OF ADDITIONAL INDEPENDENT DIRECTOR MR. ABHAY SETHIA (DIN: 09721583) AS THE DIRECTOR OF THE COMPANY**

Pursuant to the provisions of Section 152 of the Companies Act, 2013 the directors shall be appointed by the members in the General Meeting of the company. In view of the same, Mr. Abhay Sethia will be appointed by the members at the ensuing Annual General Meeting of the company.

The Company has received consent to act as a Director of the Company in Form DIR 2 and a declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8.

Brief Profile of Mr. Abhay Sethia: Mr. Abhay Kumar Sethia, age 38 years is a seasoned Finance & Accounting professional with over 14 years of comprehensive experience. Specializing in Taxation, Internal Control, Corporate Compliance, and Auditing, he has remarkable ability to manage and optimize complex financial systems. With deep expertise in Direct & Indirect Tax Laws and ERP Implementation, Mr. Sethia has excelled in leading initiatives involving GST, TDS, and Income Tax Matters. A proactive planner, Mr. Sethia is known for his outstanding client relationship management, stakeholder engagement, and change management skills. His strong analytical and problem-solving

abilities, combined with his excellent time management and leadership skills, have driven results in diverse professional environments.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 the directors shall be appointed by the members through Ordinary Resolution in the General Meeting of the company. In view of the same, Mr. Abhay Sethia shall be appointed as Director by the members in the Annual General Meeting of the company.

Mr. Abhay Sethia has given a declaration to the Board that he/she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, he possesses appropriate skills, experience, and knowledge and fulfills the conditions specified in the Act for appointment as an Independent Director.

Mr. Abhay Sethia - Director of the company is an interested director. None of the other Directors or Key Managerial Personnel of the Company, is in any way, concerned or interested, financially or otherwise, in the resolution.

Following are the details as per Secretarial Standards-2 issued by The Institute of Company Secretaries of India:

| Sr. No | Particulars   | Details   |
|--------|---|---|
| 1.     | Age   | 38 years  |
| 2.     | Qualifications  | Mr. Abhay Sethia is a graduate and has done CA (intermediate) .   |
| 3.     | Experience (including expertise in specific functional area) / Brief Resume | He has 14 years of work experience in Taxation, Internal Control, Corporate Compliance, and Auditing  |
| 4.     | Terms and Conditions of Re-appointment                                      | The term of Mr. Abhay Sethia as the Additional Independent Director shall expire in the ensuing Annual General Meeting.<br><br>In terms of Section 152 of the Companies Act, 2013, Mr. Abhay Sethia, being eligible is proposed to be appointed as an Independent Director. |
| 5.     | Remuneration (including sitting fees, if any) last drawn (FY 2024-25)       | N.A.  |



|     |   |  |
|-----|---|--|
| 6.  | Remuneration proposed to be paid  | Sitting Fees of per Board Meeting not exceeding Rs. 20,000/-   |
| 7.  | Date of first appointment on the Board  | 28/03/2025   |
| 8.  | Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2025 | Nil  |
| 9.  | Relationship with other Directors / Key Managerial Personnel                                  | No Relation  |
| 10. | Number of meetings of the Board attended during the financial year 2024-25                    | One (1)  |
| 11. | Directorships of other Boards as on March 31, 2025  | As on March 31, 2025, Mr. Abhay Sethia holds Directorship in following Companies:<br><br><ol style="list-style-type: none"> <li>1. Onelife Capital Advisors Limited</li> <li>2. Continental Controls Limited</li> <li>3. White Organic Retail Limited</li> <li>4. Suumaya Corporation Limited</li> </ol>   |
| 12. | Membership / Chairmanship of Committees of other Boards as on March 31, 2025                  | <ol style="list-style-type: none"> <li>1. White Organic Retail Limited<br/>Chairman – Nomination and Remuneration Committee<br/>Member – Audit Committee</li> <li>2. Suumaya Corporation Limited<br/>Member – Audit Committee</li> <li>3. Continental Controls Limited<br/>Member – Audit Committee<br/>Member – Stakeholder Relationship Committee</li> </ol> |
| 13. | Listed entities from which the Director has resigned in the past three years                  | Nil  |

**Item No. 4: To consider and approve transactions to be entered by the company with its related parties:**

Pursuant to the provisions of Section 188 of the Companies Act 2013 and Rule 15 of Companies (Meeting of Board and its Powers Rules, 2014) , The Company is required to obtain consent of the Board of Directors and prior approval of the members by way of Ordinary resolution, if the aggregate in case certain transactions with related parties exceeds such sum as may be specified in the Said rules.

Hence approval of the shareholder is being sought for the said Related Party Transaction(s) proposed to be entered by the company with the above mentioned related parties in the Financial Year 2025-26.

| Name of the related party         | Transactions   | Name of the director or key managerial personnel who is related, if any | Nature of Relation Ship | Value (Rs.)  | Any other information relevant or important for the members to take a decision on the proposed resolution |
|-----------------------------------|--|---|-------------------------|--------------|---|
| Sarsan Securities Private Limited | Availing/<br>Giving Loan,<br>Availing/Giving guarantee/<br>Giving Services/<br>Taking Services | -   | Group Company           | 40,00,00,000 | Transaction is in the Ordinary Course of Business and on Arm Lengths Price.                               |
| Family Care Hospital Limited      | Availing/<br>Giving Loan,<br>Availing/Giving   | -   | Group Company           | 20,00,00,000 | Transaction is in the Ordinary  |

|  |   |   |                    |              |   |
|--|---|---|--------------------|--------------|---|
|  | g guarantee/<br>Giving<br>Services/<br>Taking<br>Services   |   |                    |              | Course of<br>Business<br>and on Arm<br>Lengths<br>Price   |
| Onelife Capital Advisors Limited             | Availing/<br>Giving Loan,<br>Availing/Giving<br>g guarantee/<br>Giving<br>Services/<br>Taking<br>Services | Abhay<br>Sethia                             | Holding<br>Company | 40,00,00,000 | Transaction<br>is in the<br>Ordinary<br>Course of<br>Business<br>and on Arm<br>Lengths<br>Price |
| Dealmoney Distribution and Advisory Pvt Ltd  | Availing/<br>Giving Loan,<br>Availing/Giving<br>g guarantee/<br>Giving<br>Services/<br>Taking<br>Services | Anil<br>Bapardekar,<br>Dinakara<br>Devadiga | Group<br>Company   | 10,00,00,000 | Transaction<br>is in the<br>Ordinary<br>Course of<br>Business<br>and on Arm<br>Lengths<br>Price |
| Dealmoney Distribution and Marketing Pvt Ltd | Availing/<br>Giving Loan,<br>Availing/Giving<br>g guarantee/<br>Giving<br>Services/<br>Taking<br>Services | -   | Group<br>Company   | 40,00,00,000 | Transaction<br>is in the<br>Ordinary<br>Course of<br>Business<br>and on Arm<br>Lengths<br>Price |
| Dealmoney Real Estate Pvt Ltd                | Availing/<br>Giving Loan,<br>Availing/Giving<br>g guarantee/<br>Giving<br>Services/                       | -   | Group<br>Company   | 40,00,00,000 | Transaction<br>is in the<br>Ordinary<br>Course of<br>Business<br>and on Arm                     |

|                                   | Taking Services  |              |                             |              | Lengths Price  |
|-----------------------------------|--|--------------|-----------------------------|--------------|--|
| Mr. Pandoo Naig                   | Availing/Giving guarantee  | -            | Director of Holding Company | 40,00,00,000 | Transaction is in the Ordinary Course of Business and on Arm Lengths Price |
| Mr. Prabhakara Naig               | Availing/Giving guarantee  | -            | Director of Holding Company | 40,00,00,000 | Transaction is in the Ordinary Course of Business and on Arm Lengths Price |
| Vaaman Pesticides Private Limited | Availing/ Giving Loan, Availing/Giving guarantee/ Giving Services/ Taking Services | -            | Group Company               | 40,00,00,000 | Transaction is in the Ordinary Course of Business and on Arm Lengths Price |
| Continental Controls limited      | Availing/ Giving Loan, Availing/Giving guarantee/ Giving Services/ Taking Services | Abhay Sethia | Group Company               | 40,00,00,000 | Transaction is in the Ordinary Course of Business and on Arm Lengths Price |

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

Other than directors mentioned in the above table No other directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 4 of the Notice.

**Item No. 5: To adopt Memorandum of Association as per provisions of the Companies Act, 2013:**

On advent of Companies Act, 2013 and provisions of Section 4 & 13 and other applicable provision of the Companies Act, 2013, if any, the Company is required to amend MOA of the Company as per the Provisions. The proposed amendment in MOA of the Company requires the approvals of the members of the Company by way of a Special Resolution.

None of the Directors and KMP are interested in the aforesaid resolution.

Accordingly, the Board recommends the Special Resolution set forth in Item No. 5 of the Notice for approval of the Members.

**Item No. 6: To adopt Articles of Association as per the provisions of the Companies Act, 2013:**

The existing Articles of Association (AOA) are based on the Companies Act, 1956 and some regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act. Substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act, several regulations of the existing AOA of the Company require alteration or deletions in several articles. Considering this position, it is decided to replace wholly the existing AOA by a new set of Articles.

The new AOA to be substituted in place of the existing AOA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company.

A copy of the proposed set of new AOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between

11.00 a.m. to 5.00 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM.

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

The Board recommends the Special Resolution set forth in Item No. 6 of the Notice for approval of the Members.

**Item No. 7 To authorize the Board of Directors to borrow money/moneys upto an amount not exceeding Rs. 100 Crores for a tenure of 01 Year**

The provisions of Section 180(1)(c) of the Companies Act, 2013 mandate that the Board of Directors of a company shall not borrow money, where the amount to be borrowed together with the money already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) exceeds the aggregate of its paid-up share capital, free reserves, and securities premium, except with the prior approval of the shareholders by way of a special resolution.

In view of the Company's current business plans and future growth strategies, including expansion, diversification, and working capital requirements, it is considered necessary to authorize the Board to borrow funds up to an overall limit of ₹100 Crores (Rupees One Hundred Crores only), including any money already borrowed, over a period of one financial year (for FY 2025-26).

The borrowing may be in the form of term loans, inter-corporate loans, debentures, bonds, working capital loans, external commercial borrowings, or in any other form, whether secured or unsecured. Where secured, the loans may be backed by a charge, hypothecation, mortgage, or pledge of any of the Company's present or future assets, whether tangible or intangible, movable or immovable, including stock-in-trade, in favor of lenders, financial institutions, or others.

This proposal does not include temporary loans obtained in the ordinary course of business from the Company's bankers.

Accordingly, the Board recommends the passing of the Special Resolution as set out in the Item no. 7 of Notice for the approval of the shareholders.

None of the Directors, Key Managerial Personnel or their relatives is in any way, financially or otherwise, concerned or interested in the proposed resolution, except to the extent of their shareholding in the Company, if any.



**Item No. 8 To authorize the Board of Directors to make Investments, extend Guarantee, provide Security, make Inter Corporate Loans upto an amount not exceeding Rs. 100 Crores for a tenure of 01 Year**

In terms of **Section 186(3)** of the Companies Act, 2013, a company is required to obtain the approval of its shareholders by way of a **special resolution** if the Company proposes to:

- Give **any loan** to any person or other body corporate;
- Give **any guarantee** or provide **any security** in connection with a loan to any other body corporate or person; and/or
- Acquire **by way of subscription, purchase or otherwise, the securities of any other body corporate,**

*where the aggregate of such loans, guarantees, securities, and investments, along with the existing ones, exceeds sixty percent of its paid-up share capital, free reserves and securities premium account, or one hundred percent of its free reserves and securities premium account, whichever is more.*

In view of the Company's present and future business expansion plans, including its strategic interest in investing in subsidiaries, joint ventures, or other bodies corporate (whether in India or abroad), as well as to extend financial assistance by way of loans, guarantees, or securities for business or treasury operations, the Board proposes to seek approval from the shareholders for an overall limit of **₹100 Crores (Rupees One Hundred Crores only)**, during the period of one **financial year for FY 2025-2026**.

The proposed transactions may be carried out in one or more tranches and shall be subject to applicable statutory approvals and in compliance with the provisions of the Companies Act, 2013, and other applicable laws and regulations.

The Board believes that the above proposed financial powers are in the best interest of the Company and would provide the required flexibility to the Board to act efficiently and swiftly as business needs evolve.

Accordingly, the Board of Directors recommends the Special Resolution set out in the Item No.8 of the Notice for the approval of the Members.

**None of the Directors, Key Managerial Personnel or their relatives** is in any way, financially or otherwise, concerned or interested in the proposed resolution, except to the extent of their shareholding in the Company, if any.

### **Item No. 9: Issue of Equity Shares on Preferential Basis**

The Company proposes to issue equity shares on a preferential basis to raise funds for business expansion / working capital.

As per the provisions of Section 62(1)(c) of the Companies Act, 2013, a Company can issue shares to any person other than existing shareholders only if it is authorized by a **special resolution** passed by the shareholders.

The Board of Directors in their meeting held on 30<sup>th</sup> August, 2025 have accorded its approval for issuance of 548446 (Five Lakh Forty Eight Thousand Four Hundred and Forty Six) equity shares of Rs. 10/- each at a premium of Rs. 17.35/- per share, aggregating to Rs. 27.35/- per share, to Mr. Ankur Mehta (the "Allottee") for a consideration of Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakhs only)."

In this regard, the Company is seeking the approval of members for issue of 548446 equity shares of Rs. 10 each at a premium of Rs. 17.35/- per share to Mr. Ankur Mehta ("allottee") for a cash consideration.

**Disclosure of below mentioned information in terms of the provisions of Section 42 read with Rule 14 of The Companies (Prospectus and Allotment of securities) Rule, 2014 and Section 62 (1) (c) read with rule 13 of The Companies (Share Capital and Debentures) Rule, 2014:**

| <b>Sr. No</b> | <b>Particulars</b>   | <b>Disclosure of information</b>  |
|---------------|--|---|
| 1.            | Particulars of offer including the date of passing Board resolution            | <p>The Company intends to issue 548446 (Five Lakh Forty Eight Thousand Four Hundred and Forty Six) equity shares of Rs. 10/- each at a premium of Rs. 17.35/- per share, aggregating to Rs. 27.35/- per share, to Mr. Ankur Mehta (the "Allottee") for a consideration of Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakhs only)."</p> <p>In this matter, the Board has accorded its approval in their meeting held on 30<sup>th</sup> August, 2025.</p> |
| 2.            | Kind of securities offered and the price at which the security is been offered | The Company proposes to offer equity shares at Rs. 27.35/- (Rupees Twenty Seven and Thirty Five Paise only) each share (including premium of Rs. 17.35/- per share).  |

|    |  |  |
|----|--|--|
| 3. | The purpose and objects of the issue.  | <ol style="list-style-type: none"> <li>1. To cater to the long-term financial requirements of the Company, including expansion of its core business operations and future growth plans;</li> <li>2. To meet short-term working capital requirements, operational expenses, statutory obligations (including taxes), and other general corporate purposes;</li> <li>3. To diversify into new lines of business, either directly or through subsidiaries, joint ventures, or strategic partnerships;</li> <li>4. To invest in securities markets and for making inter-corporate deposits (ICDs), loans, or advances as permitted under applicable laws and in line with the Company's investment policies;</li> <li>5. To invest in technology, digital infrastructure, human resources, and other capital expenditure to strengthen operational capabilities and improve efficiencies.</li> </ol> <p>If the Issue Proceeds are not utilised (in full or in part) for the Objects stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws.</p> |
| 4. | Amount which the company intends to raise by way of such securities                      | The Company shall issue equity shares for a cash consideration of Rs. 1,50,00,000/-  |
| 5. | The total number of shares or other securities to be issued.                             | 548446 equity shares.  |
| 6. | The price or price band at/within which the allotment is proposed.                       | Rs. 27.35/- (Rupees Twenty Seven and Thirty Five Paise only) each share (including premium of Rs. 17.35/- per share).  |
| 7. | Basis on which the price has been arrived at along with report of the registered valuer. | Basis the Valuation report dated August 30, 2025, received from Neerav Gala, IBBI Registered Valuer, the price is derived as Rs. 27.35/- per equity share.   |

|     |  |  |
|-----|--|--|
|     |  | <p>Furthermore, the Board in their meeting dated 30<sup>th</sup> August, 2025 have recommended the Rs. 27.35/- per share as the issue price.</p> <p><u>Details of Valuer:</u></p> <p>Neerav Gala, IBBI Registered Valuer-SFA<br/>Registration No.: IBBI/RV/05/2019/12450<br/>Address: A-801, Aspen, Raheja Gardens,<br/>Opp. Tip Top Plaza, L.B.S. Marg,<br/>Thane West, Pin Code 400604</p> |
| 8.  | Name and address of the valuer   | <p>Neerav Gala, IBBI Registered Valuer-SFA<br/>Registration No.: IBBI/RV/05/2019/12450<br/>Address: A-801, Aspen, Raheja Gardens,<br/>Opp. Tip Top Plaza, L.B.S. Marg,<br/>Thane West, Pin Code 400604</p>   |
| 9.  | Relevant date with reference to which the price has been arrived at  | The Company has arrived price on the basis of Un-audited Balance sheet of the company as on 30 <sup>th</sup> June, 2025  |
| 10. | The class or classes of persons to whom the allotment is proposed to be made   | The shares are proposed to be allotted to Mr. Ankur Mehta.   |
| 11. | Material terms of raising such securities  | As per the Share Purchase Agreement executed between the Company and Mr. Ankur Mehta.  |
| 12. | The intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer.                                   | None   |
| 13. | Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects | Nil  |
| 14. | Principle terms of assets charged as Security.   | NA   |

|     |  |  |
|-----|--|--|
| 15. | The proposed time within which the allotment shall be completed.   | The allotment will be completed within 6 months from the date of passing of shareholders resolution.                                     |
| 16. | The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them.                                      | The Company intends to allot equity shares to Mr. Ankur Mehta and post the allotment their holding shall be 2.91%.                       |
| 17. | 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. |
| 18. | 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. | The Company has not made any preferential allotment during the current financial year 2024-25.   |

The pre issue and post issue shareholding pattern of the Company in the following format:

| Sr. No | Category                 | Pre-issue          |                    | Post-issue         |                    |
|--------|--------------------------|--------------------|--------------------|--------------------|--------------------|
|        |                          | No of shares held  | % of share holding | No of shares held  | % of share holding |
| A.     | <b>Promoters holding</b> |                    |                    |                    |                    |
| 1.     | Indian                   |                    |                    |                    |                    |
|        | Individual               | 10                 | 0.00%              | 10                 | 0.00%              |
|        | Bodies corporate         | 1,68,27,709        | 92.02%             | 1,68,27,709        | 89.34%             |
|        | <b>Sub-total</b>         | <b>1,68,27,719</b> | <b>92.02 %</b>     | <b>1,68,27,719</b> | <b>89.34%</b>      |
| 2.     | Foreign promoters        | -                  | -                  | -                  | -                  |
|        | <b>Sub-Total (A)</b>     | <b>1,68,27,719</b> | <b>92.02%</b>      | <b>1,68,27,719</b> | <b>89.34%</b>      |

| B  | Non-promoters holding    |                    |               |                    |               |
|----|--------------------------|--------------------|---------------|--------------------|---------------|
| 1. | Institutional investors  | -                  | -             | -                  | -             |
| 2. | Non-institution          | -                  | -             | -                  | -             |
| 3. | Private corporate bodies | 50,000             | 0.27%         | 50,000             | 0.27%         |
| 4. | Directors and relatives  | -                  | -             | -                  | -             |
| 5. | Indian public            | 7,99,169           | 4.37%         | 13,47,615          | 4.24%         |
| 6. | others (including NRIs)  | 6,10,118           | 3.34%         | 6,10,118           | 3.34%         |
|    | <b>Sub-total (B)</b>     | <b>14,59,287</b>   | <b>7.98 %</b> | <b>20,07,733</b>   | <b>10.66%</b> |
|    | <b>GRAND TOTAL</b>       | <b>1,82,87,006</b> | <b>100%</b>   | <b>1,88,35,452</b> | <b>100%</b>   |

At present, the fair valuation of the Company's shares is relatively low due to various factors, including early-stage operations, ongoing capital requirements, and long-term business development strategies. However, the Company is positioned in a segment with significant potential for growth and expansion. With the execution of its current business plan, the valuation of the Company is expected to increase substantially over the coming years.

The proposed investor, after evaluating the Company's business model and future roadmap, has expressed a firm interest in acquiring equity in the Company at the current stage, fully acknowledging the long-term potential. The investor is confident in the Company's strategic vision, and has committed to investing further capital in subsequent funding rounds, as may be required to support the Company's expansion, operations, and scaling initiatives.

The issue of shares at this stage will not only help meet immediate funding requirements but will also bring in a strategic partner aligned with the Company's vision for growth. The Board believes that such investment will contribute positively to the Company's financial strength, credibility, and long-term shareholder value.



The Board recommends passing the resolution as a Special Resolution.

None of the Directors of the Company or Key Managerial Personnel or their relatives is, in any way, concerned financially or otherwise interested in passing of the resolution in Item no. 9 of the notice.

By order of the Board of Directors of  
Dealmoney Commodities Private Limited

Sd/-  
Anil R Bapardekar  
Director  
DIN: 10126442

Place: Thane  
Date: 30-08-2025