

FUNDVISER CAPITAL (INDIA) LIMITED
Registered Office: 22, 7th Floor Manek Mahel, 90 Veer, Nariman Road,
Next To Hotel, Ambassador, Churchgate, Mumbai- 400020
Email Id: info@fundvisercapital.in | Contact No: 091-9594041760
CIN: L65100MH1985PLC205386

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an **Extra Ordinary General Meeting** ("EGM") of the members of **Fundviser Capital (India) Limited** will be held on **Tuesday, 12th March, 2024 at 11.00 A.M.** through Video Conferencing ("VC")/Other Audio Visual Means (OAVM) to transact the following businesses:

SPECIAL BUSINESS:

ITEM NO. 1

Increase in Authorized Share Capital of the Company and consequent Alteration in Capital Clause of the Memorandum of Association of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 3,75,00,000 (Rupees Three Crores Seventy Five Lakhs Only) divided into 37,50,000 (Thirty Seven Lakhs Fifty Thousand Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 10,00,00,000 (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each, by creation of additional 62,50,000 (Sixty Two Lakh Fifty Thousand) Equity Shares of Rs. 10/- each amounting to Rs. 6,25,00,000/- (Rupees Six Crore Twenty Five Lakh only).

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing 5th Clause thereof by the following new 5th Clause as under:

"5th. The Authorized Capital of the Company is Rs.10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore Only) Equity Shares of Rs. 10/- (Rupees Ten only) each, and the Company has the power to increase and reduce the capital of the company and divide the shares in the capital for time being into several classes and to attach thereto respectively such preferential, deferred, special or qualified rights privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate such rights, privileges or conditions in such manner as may be permitted by the Act or by the Articles of Association of the Company for the time being."

RESOLVED FURTHER THAT Mr. Prem Krishan Jain, Chairman & Whole Time Director of the Company, Mrs. Kriti Jain, Director of the Company or Mr. Dipen Shah, Company Secretary of the Company be and are hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents filing with Ministry of Corporate Affairs/ Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution."



ITEM NO. 2

Issue of 8,75,000 Equity Shares and 13,50,000 Convertible Warrants on Preferential basis

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

“RESOLVED THAT pursuant to provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (**“SEBI (ICDR) Regulations, 2018”**), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (**“Takeover Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI (LODR) Regulations, 2015”**) and the rules, regulations, notifications and circulars issued thereunder and other applicable law including any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (**“RBI”**), the Ministry of Corporate Affairs, the respective stock exchange where the equity shares of the Company are listed (**“Stock Exchange”**), and or any other competent regulatory authority and in accordance with the uniform listing agreements entered into with the Stock Exchange and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchange and SEBI and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as **“the Board”** which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, consent of the Members be and is hereby accorded, to authorize, create, issue, offer and allot by way of Preferential Allotment, upto 8,75,000 (Eight Lakh Seventy Five Thousand) Equity Shares of Face Value of Rs. 10/- (Rupees Ten only) each at a premium of Rs. 48.25/- (Rupees Forty Eight and Paise Twenty Five only) each aggregating to Rs. 5,09,68,750/- (Rupees Five Crore Nine Lakh Sixty Eight Thousand Seven Hundred Fifty only) to Promoter/ Promoter Group and Strategic Investors (Non-Promoters) and 13,50,000 (Thirteen Lakh Fifty Thousand) Convertible Warrants of Face Value of Rs. 10/- (Rupees Ten only) each at a premium of Rs. 48.25 (Rupees Forty-Eight and Paise Twenty-Five only) each aggregating to Rs. 7,86,37,500/- (Rupees Seven Crore Eighty Six Lakh Thirty Seven Thousand Five Hundred only) to Promoter/ Promoter Group, on preferential allotment basis in compliance with Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit, to the following persons/entities as mentioned below:



Sr. No.	Name of the Proposed Allottees	Category (Promoter/ Non Promoter)	No. of Equity Shares proposed to be allotted	No. of Convertible Warrants proposed to be allotted	Name of the Ultimate Beneficial Owner
1	Prem Krishan Jain	Promoter/ Promoter Group	307500	-	Prem Krishan Jain
2	Renu Prem Jain	Promoter/ Promoter Group	307500	-	Renu Prem Jain
3	Mohit Jain HUF	Promoter/ Promoter Group	-	215000	Mohit Jain (Karta)
4	Moksh Finvest & Advisors LLP	Promoter/ Promoter Group	-	1085000	Mohit Jain Renu Jain
5	Malika Jain	Promoter/ Promoter Group	-	50000	Malika Jain
6	Sharad Kumar Bhatnagar HUF	Non Promoter	135000	-	Sharad Kumar Bhatnagar (Karta)
7	Akanksha Singhai	Non Promoter	25000	-	Akanksha Singhai
8	Vinay Jain	Non Promoter	100000	-	Vinay Jain
	Total		875000	1350000	

RESOLVED FURTHER THAT:

- The Relevant Date for the purpose of pricing of issue of Equity Shares and Convertible Warrants in accordance with the Regulation 161 of SEBI (ICDR) Regulations, 2018 (as amended) be fixed as 9th February, 2024 to consider the proposed preferential issue of Equity Shares and the conversion price for the conversion of warrants into Equity Shares is the said Relevant date i.e. 9th February, 2024 as per SEBI (ICDR) Regulations, 2018.
- The Equity Shares and Convertible warrants as may be offered, issued, and allotted in accordance with the terms of this resolution, shall be in dematerialised form only.
- The Equity Shares to be allotted and the Equity Shares to be allotted on exercise of the Warrants shall rank pari passu in all respects with the existing Equity Shares of the Company, including dividend.



- iv. The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of Equity Shares and Convertible warrants, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side than mentioned above, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT the Equity Shares and the Convertible Warrants issued and allotted shall be locked in for such periods as prescribed in Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

RESOLVED FURTHER THAT each of the aforesaid warrants be converted at the option of the holder at any time within 18 months from the date of allotment into one fully paid-up Equity Share of Rs. 10/- (Rupees Ten Only) each at the price determined in accordance with prevailing SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 and a sum equivalent to 25% of the total consideration per warrant be received on the date of allotment of the said warrants and the balance 75% of the total consideration per warrant be received at the time of allotment of Equity Shares pursuant to exercise of option against each such warrant by the warrant holder.

RESOLVED FURTHER THAT in the event of the Company making a bonus issue of shares or making rights issue of shares / convertible debentures or any other securities in whatever proportion prior to the exercise of the rights attached to the warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequences of such bonus/rights issues and that the exercise price of the warrant be adjusted accordingly, subject to such approvals as may be required.

RESOLVED FURTHER THAT the Equity Shares and Convertible Warrants to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board be and is hereby authorised to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and Convertible Warrants and to vary, modify or alter the terms and conditions and size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of Equity Shares and Convertible Warrants of the Company as it may in its absolute discretion deem fit and proper.



RESOLVED FURTHER THAT Mr. Prem Krishan Jain, Chairman & Whole Time Director of the Company, Mrs. Kriti Jain, Director of the Company or Mr. Dipen Shah, Company Secretary of the Company be and are hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Registrar of Companies, Stock Exchange, Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.”

Date: 14th February, 2024
Place: Mumbai



**By the order of the Board of Directors
For Fundviser Capital (India) Limited**

A handwritten signature in blue ink, appearing to read 'Prem Jain'.

Sd/-

**Prem Krishan Jain
Chairman & Whole Time Director
DIN: 09304822**

Notes:

1. The Extra Ordinary General Meeting ("EGM") will be held on Tuesday, 12th March, 2024 at 11.00 a.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) in compliance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020 dated 8th May, 2020, MCA General Circular No. 17/2020 dated 13th April, 2020 and 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 03/2022 dated 5th May, 2022 and 09/2023 dated 25th September, 2023.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the EGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'Listing Regulations') as amended from time to time, the Company is pleased to offer remote e-voting facility to all the members of the Company. The Company has appointed Central Depository Services (India) Limited ("CDSL") for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the "E-voting"/ "Remote e-voting").
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.fundvisercapital.in. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.



EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

8. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

1. The instructions of Shareholders for Remote E-voting:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Saturday, 9th March, 2024 (from 9.00 a.m. IST) and ends on Monday, 11th March, 2024 (till 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 i.e. Tuesday, 5th March, 2024 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.





- (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 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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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, 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 cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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.nsdl.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.



	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.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.</p> <p>4) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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. 1800 22 55 33
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: 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting 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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN [240214005] for the relevant <FUNDVISER CAPITAL (INDIA) LIMITED> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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". To change your vote, click on "CANCEL" and accordingly modify your vote.



- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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; pcs.ghatpande@yahoo.com and info@fundvisercapital.in respectively if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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- info@fundvisercapital.in /RTA email id- info@satellitecorporate.com .



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 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 at toll free no. 1800 22 55 33.

9. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at info@fundvisercapital.in

10. Once the vote on the resolution is cast by a member, he or she will not be allowed to change it subsequently.

11. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, 5th March, 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.

12. **The Results of voting will be declared within two working days from the conclusion of the EGM and the Resolutions will be deemed to be passed on the date of the EGM, subject to receipt of requisite number of votes.** The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's corporate website www.fundvisercapital.in, on the website of CDSL www.evotingindia.com and such Results will also be forwarded to the BSE Limited where the Company's shares are listed www.bseindia.com.

13. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

14. GENERAL INSTRUCTIONS AND INFORMATION FOR SHAREHOLDERS

Pursuant to Securities & Exchange Board of India vide its circulars SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated 3rd November, 2021 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR /2021/687 dated 14th December, 2021 and SEBI/HO/MIRSD_POD-1/P/CIR/2023/37 dated 16th March, 2023 it is mandatory for holders of physical securities to furnish valid PAN (where the PAN is linked with Aadhaar), full KYC details (address proof, email address, mobile number, bank account details) and nomination (for all the eligible folios).

Issuance of Securities in dematerialized form in case of Investor Service Requests

We would further like to draw your attention to SEBI Notification dated 24th January, 2022 and SEBI Circular SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022. Accordingly, while processing service requests in relation to; 1) Issue of duplicate



securities certificate; 2) Claim from Unclaimed Suspense Account; 3) Renewal /Exchange of securities certificate; 4) Endorsement; 5) Sub-division / Splitting of securities certificate; 6) Consolidation of securities certificates/folios; 7) Transmission and 8) Transposition, the Company shall issue securities only in dematerialised form. For processing any of the aforesaid service requests the securities holder/claimant shall submit duly filled up Form ISR-4.

We hereby request to holders of physical securities to furnish the documents/details, as per the table below for respective service request, to the Registrars & Transfer Agents i.e., M/s. Satellite Corporate Services Private Limited for smooth functioning of your account and also safeguard your investment.

Sr. No.	Particulars	Please furnish details in
1.	PAN	Form No.: ISR-1
2.	Address with PIN Code	
3.	Email address	
4.	Mobile Number	
5.	Bank account details (Bank name and Branch, Bank account number, IFS Code)	Form No.: ISR-2
6.	Demat Account Number	
7.	Specimen Signature	Form No.: SH-13
8.	Nomination details	Form No.: ISR-3
9.	Declaration to opt out nomination	Form No.: SH-14
10.	Cancellation or Variation of Nomination	
11.	Request for issue of Securities in dematerialized form incase of below: i. Issue of duplicate securities certificate ii. Claim from Unclaimed Suspense Account iii. Renewal / Exchange of securities certificate iv. Endorsement v. Sub-division / Splitting of securities certificate vi. Consolidation of securities certificates/folios vii. Transmission viii. Transposition	

A member needs to submit Form ISR-1 for updating PAN and other KYC details to the RTA of the Company. Member may submit Form SH-13 to file Nomination. However, in case a Member do not wish to file nomination 'declaration to Opt-out' in Form ISR-3 shall be submitted.

In case of major mismatch in the signature of the members(s) as available in the folio with the RTA and the present signature or if the signature is not available with the RTA, then the member(s) shall be required to furnish Banker's attestation of the signature as per Form ISR-2 along-with the documents specified therein. Hence, it is advisable that the members send the Form ISR-2 alongwith the Form ISR-1 for updating of the KYC Details or Nomination.

All the aforesaid forms can be downloaded from the website of the RTA at <https://satellitecorporate.com/client services/diy/>. The Company on May 24, 2023 has dispatched a separate communication letter to the holders of physical securities requesting them to update their KYC in record of Company/RTA.

Mode of submission of form(s) and documents

- a. Submitting Hard copy through Post/Courier etc.

Members can forward the hard copies of duly filled-in and signed form(s) along with self-attested and dated copies of relevant documentary proofs as mentioned in the respective forms, to the following address:

M/s. Satellite Corporate Services Private Limited,
Unit: Fundviser Capital (India) Ltd

Office No. 106 & 107, Dattani Plaza, East West Industrial compound, Safed Pool, Sakinaka
Mumbai 400072



b. Through Electronic Mode with e-sign

In case members have registered their email address, they may send the scan soft copies of the form(s) along with the relevant documents, duly e-signed, from their registered email id to service@satellitecorporate.com or upload KYC documents with e-sign on RTA's website at the link: <https://satellitecorporate.com/clientservices/diy/>.

c. Submitting Hard copy at the office of the RTA

The form(s) along-with copies of necessary documents can be submitted by the securities holder (s) / claimant

(s) in person at RTA's office. For this, the securities holder/claimant should carry Original Documents against which copies thereof shall be verified by the authorised person of the RTA and copy(ies) of such documents with IPV stamping with date and initials shall be retained for processing.

d. Mandatory Self-attestation of the documents

Please note that, each page of the documents that are submitted in hard copy must be self-attested by the holder (s). In case the documents are submitted in electronic mode then the same should be furnished with e-sign of scan copies of the documents.

e. E-sign

E-Sign is an integrated service which facilitates issuing a Digital Signature Certificate and performing signing of requested data by eSign user. The holder/claimant may approach any of the empanelled eSign Service Provider, details of which are available on the website of Controller of Certifying Authorities (CCA), Ministry of Communications and Information Technology (<https://cca.gov.in/>) for the purpose of obtaining an e-sign.

The members holding shares in demat are requested to update with respective Depository Participant, changes, if any, in their registered addresses, mobile number, Bank Account details, e-mail address and nomination details.

By the order of the Board of Directors
For Fundviser Capital (India) Limited



Sd/-

Prem Krishan Jain

Chairman & Whole Time Director

DIN: 09304822

Date: 14th February, 2024

Place: Mumbai



FUNDVISER CAPITAL (INDIA) LIMITED

**Registered Office: 22, 7th Floor Manek Mahel, 90 Veer, Nariman Road,
Next To Hotel, Ambassador, Churchgate, Mumbai- 400020**

Email Id: info@fundvisercapital.in | Contact No: 091-9594041760

CIN: L65100MH1985PLC205386

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES
ACT, 2013 ("The Act")**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 1- Increase in Authorized Share Capital of the Company and consequent Alteration in Capital Clause of the Memorandum of Association of the Company

The Current Authorized Capital of the Company is Rs. 3,75,00,000 (Rupees Three Crores Seventy Five Lakhs Only) and the Paid-up Share Capital of the Company is Rs. 3,69,00,000/- (Rupees Three Crores Sixty Nine Lakhs Only). To meet the long-term working capital needs of the Company it is proposed by the Board to induce additional funds by way of increase in the Share Capital. Your Board at its meeting held on 14th February, 2024 subject to the approval of the shareholders, and receipt of such other statutory/regulatory approvals, as may be required, has proposed to increase the Authorized Share Capital of the Company from Rs. 3,75,00,000 (Rupees Three Crores Seventy Five Lakhs Only) divided into 37,50,000 (Thirty Seven Lakhs Fifty Thousand Only) equity shares of face value of Rs. 10/- each to Rs. 10,00,00,000 (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore Only) equity shares of face value of Rs. 10/- each, by creation of additional 62,50,000 (Sixty-Two Lakh Fifty Thousand) Equity Shares of Rs. 10/- each amounting to Rs. 6,25,00,000/- (Rupees Six Crore Twenty-Five Lakh only)

The proposed increase of Authorized Share Capital of the Company requires approval of the Members at a General Meeting. Consequent upon the increase in Authorized Share Capital of the Company, 5th Clause of the Memorandum of Association of the Company will require alteration so as to reflect the increase in the Authorized Share Capital. A copy of the Memorandum and Articles of Association of the Company along with the proposed amendments is available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch/ email of the EGM Notice till 11th March, 2024.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 1 of this Notice for the approval of the Members by way of passing an Ordinary Resolution.



Item No. 2- Issue of 8,75,000 Equity Shares and 13,50,000 Convertible Warrants on Preferential basis

The Board of the Directors of the Company at its meeting held on 14th February, 2024 has given their consent subject to approval of Members by way of Special Resolution to issue 8,75,000 Equity Shares to Promoter/ Promoter Group & Strategic Investors (Non-Promoters) and 13,50,000 Convertible Warrants to Promoter/ Promoter Group on Preferential Allotment basis.

In terms of Section 62(1)(c) read with Sections 42 of the Companies Act, 2013 and rules made thereunder (“Act”), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the shareholders of the Company by way of a special resolution.

Accordingly, consent of the members is being sought in terms of Section 42 & 62 of the Companies Act 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.

The details of the issue and other particulars as required in terms of Regulation 163 of the Chapter V of the SEBI (ICDR) Regulations, 2018, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the above said Special Resolution are given as under.

1. List of Allottees for Preferential Allotment of Equity Shares and Convertible Warrants:

Sr. No.	Name of the Proposed Allottees	Category (Promoter/ Non Promoter)	No. of Equity Shares proposed to be allotted	No. of Convertible Warrants proposed to be allotted	Name of the Ultimate Beneficial Owner
1	Prem Krishan Jain	Promoter/ Promoter Group	307500	-	Prem Krishan Jain
2	Renu Prem Jain	Promoter/ Promoter Group	307500	-	Renu Prem Jain
3	Mohit Jain HUF	Promoter/ Promoter Group	-	215000	Mohit Jain (Karta)
4	Moksh Finvest & Advisors LLP	Promoter/ Promoter Group	-	1085000	Mohit Jain Renu Jain
5	Malika Jain	Promoter/ Promoter Group	-	50000	Malika Jain



6	Sharad Kumar Bhatnagar HUF	Non Promoter	135000	-	Sharad Kumar Bhatnagar (Karta)
7	Akanksha Singhai	Non Promoter	25000	-	Akanksha Singhai
8	Vinay Jain	Non Promoter	100000	-	Vinay Jain
	Total		875000	1350000	

2. Objects of the preferential issue:

The proposed issue of 8,75,000 Equity Shares and 13,50,000 Convertible Warrants is being made for cash with the object of making Investments, meeting the long term funding requirements of the Company, working capital, general corporate purposes, etc. in order to support the future growth plan of the Company.

3. Maximum number of specified securities to be issued and price of the securities:

The resolution set out in the accompanying notice authorizes the Board to issue 8,75,000 (Eight Lakh Seventy Five Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 58.25 (Rupees Fifty Eight and Paise Twenty Five only) each (including premium of Rs. 48.25 (Rupees Forty Eight and Paise Twenty Five only) each and 13,50,000 (Thirteen Lakh Fifty Thousand) Convertible Warrants of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 58.25 each (Rupees Fifty Eight and Paise Twenty Five only) [including premium of Rs. 48.25 (Rupees Forty Eight and Paise Twenty Five only) each] on preferential basis for Cash consideration.

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

A] As required under Regulation 166A of the SEBI (ICDR) Regulations, 2021, the Valuation of Equity Shares has been done by Dinesh Kumar Deora, IBBI Registered Valuer- Securities and Financial Assets being an Independent Registered Valuer (IBBI Registration No. IBBI/RV/07/2019/12711) having its Office at 205, Nadiadwala Market, Poddar Road, Malad (East), Mumbai- 400097 using Internationally accepted valuation practices vide Valuation Report dated 13th February, 2024. Accordingly, the Fair Value of Equity Shares is Rs. 44.91/- each. The Valuation Report so obtained from the Independent Registered Valuer is placed on the "Investor Info" tab on the website of the Company at the following link: www.fundvisercapital.in.

B] The Equity Shares of the Company are listed on BSE Limited ("BSE") (referred to as "Stock Exchange"). The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164 (5) of Chapter V of the SEBI (ICDR) Regulations, 2018. In terms of Regulation 164 (1) of Chapter V of SEBI (ICDR) Regulations, 2018, the minimum price at which equity shares shall be issued and equity shares to be issued pursuant to conversion of warrants shall not be less than higher of the following:

(a) Rs. 58.24/- each- the 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or



(b) Rs. 47.59/- each- the 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.

Pursuant to above, the minimum issue price determined in accordance with Regulations 164 (1) read with Regulation 161 of Chapter V of the SEBI (ICDR) Regulations, 2018 is Rs. 58.24/- each.

- C] Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company does not provide for a method on the determination of a floor price/ minimum price of the shares issued on preferential basis.

Accordingly, based on the Valuation provided by the Independent Registered Valuer as per Regulation 166A of the SEBI (ICDR) Regulations, 2018 in sub point A above and Valuation calculated as per Regulation 164 (1) of Chapter V of the SEBI (ICDR) Regulations, 2018 in sub point B above, the minimum issue price of the Equity Shares and Equity Shares to be issued pursuant to conversion of warrants on Preferential basis is Rs. 58.24/- each (Face Value of Rs. 10/- each + Premium of Rs. 48.24/- each) being the higher price of A or B.

Hence, based on the above, the Board of the Directors of the Company has decided the issue price of Equity Shares and Equity Shares to be issued pursuant to conversion of warrants on Preferential basis shall be at a price of Rs. 58.25/- each (Face Value Rs. 10/- each + Premium Rs. 48.25/- each).

5. Relevant date with reference to which the price has been arrived at:

The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Equity Shares and Equity Shares to be issued on conversion of warrants with reference to the proposed allotment is 9th February, 2024. Please note that 11th February, 2024 (Sunday) being the date 30 days prior to 12th March, 2024 (i.e., the date on which the Extra Ordinary General Meeting of the Company is being convened in terms of the Companies Act, 2013 to consider the proposed preferential issue) falls on a weekend and accordingly, the day preceding the weekend i.e., 9th February, 2024 (Friday) is being fixed as the relevant date in compliance with the Explanation to Regulation 161 of the SEBI (ICDR) Regulations.

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

The proposed preferential allotment of Equity Shares and Convertible Warrants are made to Individuals, Hindu Undivided Family (HUF), Limited Liability Partnership (LLP), etc. belonging to Promoter/Promoter Group and Non Promoters category.

7. Intention of promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer:

The promoters, directors, key managerial personnel or senior management of the Company have shown their intention to subscribe to proposed Preferential Issue.

8. The change in control if any in the company that would occur consequent to the preferential offer;



The proposed Preferential Allotment of Equity Shares and Convertible Warrants will not result in any change in the management and control of the Company.

9. Time frame within which the preferential allotment shall be completed :

As required under the Regulation 170 of SEBI (ICDR) Regulations 2018, the Company shall complete the allotment of Equity Shares and Convertible Warrants within a period of 15 days from the date of passing of this Special Resolution by the shareholders in Extra Ordinary General Meeting, provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchange is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission.

10. Shareholding pattern before and after Preferential Issue would be as follows:

Sr No	Category	Pre Preferential Issue*		Post Preferential Issue of 8,75,000 Equity Shares		Post Preferential Issue (Assuming conversion of 13,50,000 Warrants into Equity Shares)	
		No of shares held	% of share holding	No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters Holding						
1	<u>Indian</u>						
	Individual/HUF/LLP**	1,960,154	53.12	2,575,154	56.41	3,925,154	66.36
	Bodies corporate	-	0.00	-	0.00	-	0.00
	Sub-total	1,960,154	53.12	2,575,154	56.41	3,925,154	66.36
2	<u>Foreign Promoters</u>	-	0.00	-	0.00	-	0.00
	Sub-total (A)	1,960,154	53.12	2,575,154	56.41	3,925,154	66.36
B	Non-promoters' holding						
	<u>Institutional investors</u>	24,900	0.67	24,900	0.55	24,900	0.42
	<u>Non-institution</u>						
	Private corporate bodies, Partnership Firm & LLP	38,467	1.04	38,467	0.84	38,467	0.65
	Indian public & HUF	1,349,295	36.57	1,609,295	35.25	1,609,295	27.21



	(Others (including IEPF, NRIs, Clearing members, Trusts, etc))	317,184	8.60	317,184	6.95	317,184	5.36
	Sub-total (B)	1,729,846	46.88	1,989,846	43.59	1,989,846	33.64
C	Non Promoter & Non Public		0.00	-	0.00	-	0.00
	GRAND TOTAL	3,690,000	100.00	4,565,000	100.00	5,915,000	100.00

* As on 9th February, 2024

** Mrs. Kriti Jain and Mr. Sohan Lal Garg, the current Promoters of the Company had acquired Equity Shares of the Company through Share Purchase Agreement dated 25th August, 2023 from Mrs. Namrata Kapil Jain, Sureshchand Chhotelal Jain (HUF) and Ms. Prachi Dhannalal Jain (erstwhile Promoters of the Company). The Open Offer was triggered on 25th August, 2023 and was duly completed.

However, as per the latest Shareholding Pattern as on 31st December, 2023 submitted by the Company to BSE Limited, the Promoter Shareholders of the Company are shown as below:

Sr. No.	Name of the Promoter Shareholder (erstwhile Promoters of the Company)	No. of Shares held
1.	Mrs. Namrata Kapil Jain	Nil
2.	Ms. Prachi Dhannalal Jain	Nil
3.	Sureshchand Chhotelal Jain (HUF)	Nil

Whereas the new Promoter Shareholders of the Company is as under:

Sr. No.	Name of the Promoter Shareholder	No. of Shares held	% of shareholding
1.	Mrs. Kriti Jain	17,75,000	48.10
2.	Mr. Sohan Lal Garg	1,85,169	5.02
Total:		19,60,169	53.12

However, the aforesaid 19,60,169 Equity Shares are covered under "Public" Category as on date since the necessary intimation under Regulation 31A of SEBI LODR Regulation for Reclassification of Promoters is yet to be completed.

11. Consequential Changes in the Voting Rights:

Voting rights will change according to the change in the shareholding pattern mentioned above.



12. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control if any in the issuer consequent to the preferential issues:

Proposed Allottees	Ultimate Beneficial Owner	Category (Promoter/ Non Promoter)	Pre Preferential Issue*		No. of Equity Shares proposed to be allotted	No. of Convertible Warrants proposed to be allotted	Post Preferential Issue (After issue of 8,75,000 Equity Shares)		Post Preferential Issue (Assuming conversion of 13,50,000 Convertible Warrants into Equity Shares)	
			No of shares held	% of share holding			No of shares held	% of share holding	No of shares held	% of share holding
Prem Krishan Jain	Prem Krishan Jain	Promoter/ Promoter Group	0	0.00	307500	0	307500	6.74	307500	5.20
Renu Prem Jain	Renu Prem Jain	Promoter/ Promoter Group	0	0.00	307500	0	307500	6.74	307500	5.20
Mohit Jain HUF	Mohit Jain (Karta)	Promoter/ Promoter Group	0	0.00	0	215000	0	0.00	215000	3.63
Moksh Finvest & Advisors LLP	Mohit Jain Renu Jain	Promoter/ Promoter Group	0	0.00	0	1085000	0	0.00	1085000	18.34
Malika Jain	Malika Jain	Promoter/ Promoter Group	0	0.00	0	50000	0	0.00	50000	0.85
Sharad Kumar Bhatnagar HUF	Sharad Kumar Bhatnagar (Karta)	Non Promoter	0	0.00	135000	0	135000	2.96	135000	2.28
Akanksha Singhai	Akanksha Singhai	Non Promoter	0	0.00	25000	0	25000	0.55	25000	0.42
Vinay Jain	Vinay Jain	Non Promoter	0	0.00	100000	0	100000	2.19	100000	1.69
Total					875000	1350000				

* As on 9th February, 2024



Assumptions:

- i. All Warrants offered pursuant to the aforesaid resolution have been fully subscribed and allotted.
- ii. The warrants are held by the aforesaid allottees at the time of exercise of the option and
- iii. The options are exercised by them in full.

13. The Current and Proposed status of the allottees post the preferential issue namely, promoter or non-promoter:

Sr. No.	Name of the Proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1.	Prem Krishan Jain	Not Applicable	Promoter/ Promoter Group
2.	Renu Prem Jain	Not Applicable	Promoter/ Promoter Group
3.	Mohit Jain HUF	Not Applicable	Promoter/ Promoter Group
4.	Moksh Finvest & Advisors LLP	Not Applicable	Promoter/ Promoter Group
5.	Malika Jain	Not Applicable	Promoter/ Promoter Group
6.	Sharad Kumar Bhatnagar HUF	Not Applicable	Non-Promoter
7.	Akanksha Singhai	Not Applicable	Non-Promoter
8.	Vinay Jain	Not Applicable	Non-Promoter

14. The number of persons to whom allotment through preferential issue have already been made during the year in terms of number of securities as well as price:

During the period from 01st April 2023 till the date of this notice, the Company has not made any preferential issue of Equity Shares/ Convertible Warrants.

15. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer: Not Applicable, as the proposed allotment is made for Cash consideration.

16. Undertakings:

- i. The Issuer Company undertakes that they shall recompute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.
- ii. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.



17. Disclosure as specified under Regulation 163(1)(i) of SEBI(ICDR) Regulations 2018

Disclosure is not applicable in the present case as neither the Proposed Allottees, the beneficial owners of Proposed Allottees nor the Company, its promoters and directors are wilful defaulters or fraudulent borrower.

18. Pricing:

A] As required under Regulation 166A of the SEBI (ICDR) Regulations, 2021, the Valuation of Equity Shares has been done by Dinesh Kumar Deora, IBBI Registered Valuer- Securities and Financial Assets being an Independent Registered Valuer (IBBI Registration No. IBBI/RV/07/2019/12711) having its Office at 205, Nadiadwala Market, Poddar Road, Malad (East), Mumbai- 400097 using Internationally accepted valuation practices vide Valuation Report dated 13th February, 2024. Accordingly, the Fair Value of Equity Shares is Rs. 44.91/- each. The Valuation Report so obtained from the Independent Registered Valuer is placed on the "Investor Info" tab on the website of the Company at the following link: www.fundvisercapital.in.

B] The Equity Shares of the Company are listed on BSE Limited ("BSE") (referred to as "Stock Exchange"). The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164 (5) of Chapter V of the SEBI (ICDR) Regulations, 2018. In terms of Regulation 164 (1) of Chapter V of SEBI (ICDR) Regulations, 2018, the minimum price at which equity shares shall be issued and equity shares to be issued pursuant to conversion of warrants shall not be less than higher of the following:

(a) Rs. 58.24 each- the 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or

(b) Rs. 47.59 each- the 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.

Pursuant to above, the minimum issue price determined in accordance with Regulations 164 (1) read with Regulation 161 of Chapter V of the SEBI (ICDR) Regulations, 2018 is Rs. 58.24 each.

C] Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company does not provide for a method on the determination of a floor price/ minimum price of the shares issued on preferential basis.

Accordingly, based on the Valuation provided by the Independent Registered Valuer as per Regulation 166A of the SEBI (ICDR) Regulations, 2018 in sub point A above and Valuation calculated as per Regulation 164 (1) of Chapter V of the SEBI (ICDR) Regulations, 2018 in sub point B above, the minimum issue price of the Equity Shares and Equity Shares to be issued pursuant to conversion of warrants on Preferential basis is Rs. 58.24/- each (Face Value of Rs. 10/- each + Premium of Rs. 48.24 each) being the higher price of A or B.



Hence, based on the above, the Board of the Directors of the Company has decided the issue price of Equity Shares and Equity Shares to be issued pursuant to conversion of warrants on Preferential basis shall be at a price of Rs. 58.25 each (Face Value Rs. 10/- each + Premium Rs. 48.25 each).

19. Name and the address of Valuer who performed valuation:

Dinesh Kumar Deora, IBBI Registered Valuer- Securities and Financial Assets being an Independent Registered Valuer having its Office at 205, Nadiadwala Market, Poddar Road, Malad (East), Mumbai- 400097.

20. Practicing Company Secretary' Certificate:

A copy of the certificate from Ghatpande & Ghatpande Associates, Practicing Company Secretaries having FRN: P2019MH077200 and Peer Review No. 4537/2023 through its Partner Mr. Shekhar Ghatpande having Membership No. F1659 & CP No.: 782 certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018 shall be placed before the shareholders at their proposed Extra Ordinary General Meeting and the same shall be available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch of the EGM Notice till 11th March, 2024. This certificate is also placed under "Investor Info" tab on the www.fundvisercapital.in

21. Lock-in period

The aforesaid allotment of Equity Shares and Convertible Warrants allotted on a preferential basis shall be locked in as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended. The entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in as per Regulation 167 (6) of Chapter V of the SEBI (ICDR) Regulations, 2018.

22. Material Terms of Issue of Equity Shares and Convertible Warrants –

i. For Equity Shares

Issue and allotment of 8,75,000 Equity Shares at a price of Rs. 58.25 per share (Face Value of Rs. 10/- per share and Premium Rs. 48.25 per share) on preferential allotment basis for cash consideration. The Equity Shares allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.

ii. For Convertible Warrants

a. Issue and allotment of 13,50,000 Convertible Warrants at a price of Rs. 58.25 per share (Face Value of Rs. 10/- per share and Premium Rs. 48.25 per share) on preferential allotment basis for cash consideration.

b. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one equity share against each Warrant, in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants, by issuing a written notice to the Company specifying the number of Warrants proposed to be so converted. Upon exercise of the option by the allottees to convert the warrants within 18 months from the date of allotment of warrants, the Company will allot Equity Shares pursuant to exercise of the warrants within 15 days from the date of such exercise by the allottees. The Company shall accordingly issue and allot



corresponding number of Equity Share(s) of face value of Rs. 10/- each to the Warrant holders.

- c. 25% of the value of the warrant is to be paid against each warrant on the date of allotment of warrants. The balance 75% is payable at the time of allotment of Equity Shares pursuant to the exercise of the option for conversion of the warrant. Warrant will be converted at the option of the allottees, into one equity share of Face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 58.25/- each which is determined in accordance with the SEBI (ICDR) Regulations, 2018 at any time within 18 months from the date of allotment. In case the option is not exercised within a period of 18 months from the date of allotment of warrants, the unexercised Warrants shall lapse and the aforesaid 25% amount paid on the date of allotment of these warrants shall be forfeited.

23. Disclosure pursuant to the provisions of Schedule VI of SEBI (ICDR) Regulations 2018:

It is hereby declared that neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its promoters and directors are wilful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its directors and promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.

24. Particulars of the offer, Kinds of Securities Offered, Price of the Securities Offered including date of passing of Board resolution:

Issue of 8,75,000 Equity Shares of Face Value of Rs. 10/- (Rupee Ten Only) each at an issue price of Rs. 58.25 each including premium of Rs. 48.25 each on preferential basis for Cash consideration and 13,50,000 Convertible Warrants convertible into equivalent number of Equity Shares of Face Value of Rs. 10/- each at an issue price of Rs. 58.25 each including premium of Rs. 48.25 each on preferential basis for Cash consideration.

Date of passing Board Resolution for aforesaid Preferential Issue is 14th February, 2024.

25. Amount which the company intends to raise by way of such securities:

The Company intends to raise Rs. 5,09,68,750/- (Rupees Five Crore Nine Lakh Sixty Eight Thousand Seven Hundred Fifty only) by way of Preferential Issue of 8,75,000 (Eight Lakh Seventy Five Thousand) Equity Shares and Rs. 7,86,37,500/- (Rupees Seven Crore Eighty Six Lakh Thirty Seven Thousand Five Hundred only) by way of Preferential Issue of 13,50,000 (Thirteen Lakh Fifty Thousand) Convertible Warrants.

26. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

The Promoter / Director of the Company intends to subscribe to the Offer aggregating to 6,15,000 Equity Shares and 13,50,000 Convertible Warrants.

27. Principle terms of assets charged as securities: Not Applicable



28. Interest of the Directors:

Mr. Prem Krishan Jain being the Whole Time Director of the Company as well as he being Proposed Allottee (Promoter/ Promoter Group) for the Preferential Issue and therefore he and his relatives are concerned or interested in the above Resolution.

Mrs. Kriti Jain, the Promoter and Director of the Company is daughter- in- law of Prem Krishan Jain (Proposed Allottee) and Director of the Company and therefore and she and her relatives may be deemed to be concerned or interested in the above Resolution.

Mr. Mohit Jain, the Chief Financial Officer (CFO) being Key Managerial Personnel of the Company as well as Karta of Mohit Jain HUF and one of the Ultimate Beneficial Owner of Moksh Finvest & Advisors LLP being the Proposed Allottees (Promoter/ Promoter Group) for the Preferential Issue and therefore he and his relatives are concerned or interested in the above Resolution.

Save and except the above none of the other Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 2 of this Notice for the approval of the Members by way of passing a Special Resolution.

Date: 14th February, 2024
Place: Mumbai



**By the order of the Board of Directors
For Fundviser Capital (India) Limited**
Prem Jain Sd/-
Prem Krishan Jain
Chairman & Whole Time Director
DIN: 09304822