

MONARCH NETWORTH ASSET MANAGEMENT PRIVATE LIMITED

CIN: U66301MH2025PTC455601

Regd Off.: 901/902 Atlanta Centre, Sonawala Rd, Opp Udyog B, Goregaon East, Goregaon East, Mumbai- 400063

E-Mail: amc.compliance@mnclgroup.com Tel No. 022-62021600

NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting of the members of Monarch Network Asset Management Private Limited will be held on Tuesday, December 30, 2025 at 11.00 a.m. at Office no. 901/902, 9th floor, Atlanta Centre, Opp. Udyog Bhavan, Sonawala Road, Goregaon (East), Mumbai-400063 to transact the following business:

Special Business:

1. To increase the authorised share capital and subsequent alteration of the “Capital Clause” of the memorandum of association of the company:

“RESOLVED THAT pursuant to the provisions of sections 61 & 64 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable Rules framed thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the provisions of the Articles of Association of the Company and subject to such permissions, consents, approvals and sanctions as may be required from concerned statutory authorities, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs.1,00,00,000/- [Rupees One Crores only] divided into 10,00,000 (Ten lacs) equity shares of Rs. 10/- each to Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten Lacs) shares of Rs. 10/- each ranking pari passu in all respects with the existing shares of respective class of shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT consequent to the increase in Authorized Share Capital as aforesaid and pursuant to Section 13 and other applicable provisions, if any, of the Act, read with the Rules framed thereunder (including any amendment thereto or re-enactment thereof, if any, for the time being in force) and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded, to alter or replace Clause V of the Memorandum of Association of the Company by substituting the existing Clause V thereof as under:

“V. The Authorized Share Capital of the Company is Rs. 11,00,00,000/-

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(Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten Lacs) shares of Rs. 10/- (Rupees ten only) each subject to being increased or reduced as hereinafter provided and in accordance with the regulation of the Company and the legislative provisions for the time being in force. Subject to the provisions of the said Act, the shares in the capital of the Company, for the time being whether original or increased or reduced may be divided into classes with any preferential or other rights, privileges, conditions or restrictions attached thereto whether in regard to dividend, voting return on capital or otherwise."

RESOLVED FURTHER THAT any of the Director of the Company, be and is hereby authorized to do all such acts, deeds, matters, and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions, difficulties or doubts that may

arise in regard to the increase in Authorized Share Capital of the Company and consequent amendment in Memorandum of Association of the Company, as they may think fit, for the purpose of giving effect to this Resolution, on behalf of the Company."

2. Approval of limits for the loans, guarantees and investment by the company as per section 186 of the companies act, 2013

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and subject to the necessary approvals, consents, sanctions and permissions of appropriate authorities, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to invest/acquire the securities of anybody corporate by way of subscription /purchase or otherwise, which may or may not be subsidiary(ies) of the Company from time to time in one or more tranches as the Board may think fit to the extent of Rs. 100 Crores (Rupees One Hundred Crores only) which shall be in excess of and in addition to the threshold limit as prescribed under Section 186(2) of the Companies Act, 2013."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to negotiate and finalise the terms and conditions of such investments and to take such other steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, if any, as may be required, in relation to the above and to settle all matters arising out of

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and incidental thereto, and to sign and execute all agreements, deeds, applications, documents and writings that may be required and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental therewith."

For Monarch Network Asset Management Private Limited



Ashok Bafna

Director

DIN: 01431472

Place: Mumbai

Date: December 05, 2025

Registered Office: Office no. 901/902, 9th floor, Atlanta Centre,
Opp. Udyog Bhavan, Sonawala Road, Goregaon (East), Mumbai-400063.

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Statement pursuant to section 102(1) of the companies act, 2013

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

Item No. 1:

The members of the Company are hereby informed that in order to broad base the Capital structure and to meet funding requirements of the Company and to enable the Company to issue further shares, it is proposed to increase the Authorized Share Capital of the Company.

The current authorized share capital of the Company is Rs. 1,00,00,000/- [Rupees One Crores only] and the paid-up share capital of the Company is Rs. 1,00,00,000 /- [Rupees One Crores only].

To meet the aforesaid funds requirements, it is proposed to increase the existing authorized share capital from Rs. 1,00,00,000 /- [Rupees One Crores only] divided into 10,00,000 (Ten Lacs Only) equity shares of Rs. 10/- each to Rs. 11,00,00,000/- (Rupees Eleven crores only) divided into 1,10,00,000 (One Crore Ten Lacs) shares of Rs. 10/- each by altering the Capital Clause of the Memorandum of Association ("**MOA**") of the Company.

Consequently, pursuant to the provisions of section 13 and 61 of the Act, the Capital Clause of the Memorandum of Association of the Company ("**MOA**") is required to be altered as mentioned below to effectuate the change of authorized share capital from Rs. 1,00,00,000 /- [Rupees One Crores only] to Rs. 11,00,00,000/- (Rupees Eleven crores only) by altering capital clause of the Memorandum of Association ("**MOA**") of the Company.

The Clause V of the memorandum of association of the Company shall be replaced with the following Clause:

"V . The Authorized Share Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten Lacs) shares of Rs. 10/- (Rupees ten only) each subject to being increased or reduced as hereinafter provided and in accordance with the regulation of the Company and the legislative provisions for the time being in force. Subject to the provisions of the said Act, the shares in the capital of the Company, for the time being whether original or increased or reduced may be

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divided into classes with any preferential or other rights, privileges, conditions or restrictions attached thereto whether in regard to dividend, voting return on capital or otherwise."

Now, since pursuant to the provisions of section 61(1)(a) of the Companies Act, 2013 a Company can alter its MOA in its general meeting to increase the authorized share capital of the Company, the said agenda item is being placed before the shareholders of the Company for their approval. The Board approved the said agenda at their meeting held on Friday, December 05, 2025.

The Board of Directors recommends the passing of resolution as set out in Item no. 1 of this Notice for approval by the Shareholders by way of an **Ordinary Resolution**.

The new set of Memorandum of Association with the proposed amendments is available for inspection at the Registered Office of the Company on any working day during business hours.

None of the Directors / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item no. 1 of this Notice except to the extent of their shareholding and directorship in the Company, if any.

Item No. 2:

As part of requirement under various Contracts of the company and also to achieve long term strategic and business objectives, Company proposes to invest in other bodies corporate or grant loans, give corporate guarantees or provide securities to other persons or other body corporate as and when required. Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account, whichever is higher.

Accordingly, the Board of Directors of the Company proposes to seek approval of shareholders by way of special resolution to authorize the Board to exercise powers for an amount not exceeding Rs. 100 Crore (Rupees One Hundred Crore Only) outstanding at any time not withstanding that such investments,

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outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Board of Directors recommends the passing of resolution as set out in Item no. 2 of this Notice for approval by the Shareholders by way of a **Special Resolution**.

None of the Directors / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item no. 2 of this Notice except to the extent of their shareholding and directorship in the Company, if any.

For Monarch Network Asset Management Private Limited



Ashok Bafna

Director

DIN: 01431472

Place: Mumbai

Date: December 05, 2025

Registered Office: Office no. 901/902, 9th floor, Atlanta Centre,
Opp. Udyog Bhavan, Sonawala Road, Goregaon (East), Mumbai-400063.

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ATTENDANCE SLIP

Monarch Network Asset Management Private Limited

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CIN: U66301MH2025PTC455601 E-Mail: amc.compliance@mnclgroup.com

Extra-Ordinary General Meeting held on Tuesday, December 30, 2025

At 11.00 a.m. at Registered Office of the Company

DP. Id*		Name & address of the registered shareholder
Client Id*		
Regd. Folio No.		

* Applicable for shareholding in electronic form.

I/We certify that I/We am/are a Registered Shareholder / Proxy for the Registered Shareholder of the Company. I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company.

Signature of Member(s)/ Proxy

NOTE: A member or his duly appointed Proxy willing to attend the meeting must fill-up this Admission Slip and hand over at the entrance.

✂-----Cut Here-----

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(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the companies (Management and Administration) Rules, 2014)

CIN	U66301MH2025PTC455601
Name of Company	Monarch Network Asset Management Private Limited
Reg. Office Address	Office no.901/902, 9th floor, Atlanta Centre, Opp. Udyog Bhavan, Sonawala Road, Goregaon (East), Mumbai-400063
Name of the Member	
Registered Address	
E Mail Id	
Folio No./Client ID	

I/We, being the member (s) of **Monarch Network Asset Management Private Limited** hereby appoint

Name	
Address	
E mail Id	Signature

Or failing him

Name	
Address	
E mail Id	Signature

Or failing him

Name	
Address	
E mail Id	Signature

As my/ our Proxy to attend and vote for me/us on my/ our behalf at the Extra-Ordinary General Meeting of the Company to be held on Tuesday, December 30,

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2025 at 11.00 a.m. at Registered Office of the company and at any adjournment thereof and respect of such resolution mentioned below:

Resolution No.	Resolution details	For	Against
01	To increase the authorised share capital and subsequent alteration of the "Capital Clause" of the memorandum of association of the company		

Signed on this day of 2025.

Signature of Shareholder/ Signature of Proxy

.....

Affix
Revenue
Stamp

NOTE:

1. The Proxy need not be a Member.
2. The Proxy Form must be deposited at the Registered Office not less than 48 hours before the scheduled time for holding the meeting.

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Route Map

Venue: Office no.901/902, 9th floor, Atlanta Centre, Opp. Udyog Bhavan,
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