

NOTICE FOR ANNUAL GENERAL MEETING*(Pursuant to Section 101 of the Companies Act, 2013)*

NOTICE is hereby given that the 27th (Twenty-seventh) Annual General Meeting (“AGM”) of the members of **Madhuveer Com 18 Network Limited** will be held on **Friday, May 26, 2023 at 11:00 a.m.** at the registered office of the company situated at Office No. 812, Anand Mangal – III, Opposite Core house, Near Hirabag, Near Rajnagar Club, Ambawadi, Ahmedabad-380015 **to transact the following business:**

ORDINARY BUSINESS:

- 1. Consideration and Adoption of the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon**

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

“**RESOLVED THAT** the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and Auditor thereon, as circulated to the members, be and are hereby considered and adopted.”

- 2. Re-appointment of Mr. Punitkumar Bhavsar (DIN: 08987295) as a Director (Executive), who retires by rotation and being eligible, offers himself for re-appointment**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, Mr. Punitkumar Bhavsar (DIN: 08987295), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director (Executive) of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

- 3. Increase in the Authorized Share Capital and Consequent Alteration of Memorandum of Association.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, under the Companies Act, 2013 (“the Act”), (including any amendment thereto or re-enactment thereof), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company of from Rs. 12,00,00,000/- ((Rupees Twelve Crores) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Face Value of Rs. 10/- (Rupee Ten Only) each to Rs.52,00,00,000/- (Rupees Fifty-Two Crores) divided into 5,20,00,000 (Five Crores Twenty Lakhs) Equity shares of Face Value of Rs. 10/- (Rupee Ten Only) each by addition of Rs. 40,00,00,000 (Rupees Forty Crores) divided into 4,00,00,000 (Four Crores) Equity Shares of Face Value of Rs. 10/- (Rupee Ten Only) each.

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

“*V. The Authorized Share Capital of the Company is Rs. 52,00,00,000/- (Rupees Fifty-Two Crores) divided into 5,20,00,000 (Five Crores Twenty Lakhs) Equity Shares of Face Value of Rs. 10/- (Rupee One Only) each.*”

RESOLVED FURTHER THAT any Director and KMP of the Company be and are hereby authorized severally to sign and submit required e-forms with the Ministry of Company Affairs – MCA and to do all acts,

deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

4. Issuance of equity shares on a preferential basis (“Preferential Issue”) to the Non-Promoter investors for cash consideration

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

“**RESOLVED THAT** pursuant to the applicable provisions of Sections(s) 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and such other applicable rules and regulations made thereunder (including any amendments, modifications and/ or re-enactments thereof or the time being in force) (herein after referred to as the “Act”), and the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendments, modifications or re-enactments thereof for the time being in force) (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) (“**SEBI Listing Regulations**”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “**Takeover Regulations**”) as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“**SEBI**”) and/ or the stock exchanges where the shares of the Company are listed and the uniform listing agreements in terms of the SEBI Listing Regulations entered into by the Company with BSE Limited (“**BSE**”) on which the equity shares of the Company are listed, in accordance with provisions of the Memorandum and Articles of Association of the Company, as amended and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs (“**MCA**”), the Securities and Exchange Board of India (“**SEBI**”), or any other statutory or regulatory authority, in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) imposed by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent and approval approval of the Members be and is hereby accorded to create, issue, offer and allot upto 4,20,00,000 (Four Crores Twenty Lakh) Equity Shares at a price of Rs. *10 (Rupees Ten only) per Equity Share, aggregating upto Rs. 42,00,00,000 /- (Rupees Forty-Two Crores only) to the non-promoters as mentioned below (“**Investors**”) for cash consideration by way of a preferential issue on a private placement basis (“**Preferential Issue**”), and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.

Sr. No.	Name of Proposed allottees	Category	Maximum Number of Equity Shares to be issued and allotted	Amount (In Rs.)
1	Dhruvin Dakshesh Shah	Non-Promoter, Individual	1,00,00,000	10,00,00,000
2	Devika Vimal Rathod	Non-Promoter, Individual	60,00,000	6,00,00,000
3	Shlok Vimal Rathod	Non-Promoter, Individual	60,00,000	6,00,00,000
4	Padmaja Suresh Ambekar	Non-Promoter, Individual	5,00,000	50,00,000
5	Vaishali Parkar Kumar	Non-Promoter, Individual	5,00,000	50,00,000
6	Nipa Haria	Non-Promoter, Individual	5,00,000	50,00,000
7	Bijal Gandhi	Non-Promoter, Individual	15,00,000	1,50,00,000
8	Anita Jain	Non-Promoter, Individual	1,50,000	15,00,000
9	Shoolin Studios Private Limited	Non-Promoter, Body Corporate	5,00,000	50,00,000
10	Nishank Jain	Non-Promoter, Individual	1,50,000	15,00,000
11	Chaitanya Vaidya	Non-Promoter, Individual	5,00,000	50,00,000
12	Efficient Tie-Up Private Limited	Non-Promoter, Body Corporate	54,00,000	5,40,00,000

13	Shitalnath Private Limited	Consultant	Non-Promoter, Body Corporate	50,00,000	5,00,00,000
14	Meet Kariya		Non-Promoter, Individual	25,00,000	2,50,00,000
15	Jay Kariya		Non-Promoter, Individual	25,00,000	2,50,00,000
16	Kaajal Rohira		Non-Promoter, Individual	3,00,000	30,00,000
Total				4,20,00,000	42,00,00,000

* Refer point 4 of the Explanatory Statement under Item No. 4 for the basis on which price has been arrived.

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, 2018, the “**Relevant Date**” for the purpose of calculating the floor price for the preferential allotment of equity shares be and is hereby fixed as **Wednesday, April 26, 2023**, being the date 30 days prior to the date of the Annual General Meeting i.e. Friday, May 26, 2023.

RESOLVED FURTHER THAT the minimum price of the equity shares so issued shall not be less than the price arrived at in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018. The equity shares of the company have not been frequently traded as on the relevant date and allotment to some proposed allottees is more than five percent of the post issue fully diluted share capital of the issuer. Therefore, price of the equity shares Company has been arrived based on the valuation report dated April 27, 2023 issued by Nikunj Kanodia, Chartered Accountant, Registered Valuer (IBBI Registration No. IBBI/RV/01/2020/13470) and the price of the equity shares has been determined taking into account the valuation report of the registered valuer. (Please refer to paragraph 4 of item no. 4 of explanatory for the details of the valuation report obtained in relation to the Company. The valuation report is available for inspection at the Registered Office of the company during the business hours on any working days and the same can also access at Company’s website i.e. www.mcom18.com).

RESOLVED FURTHER THAT the Equity Shares being offered, issued and allotted to the Proposed Allottees by way of a preferential allotment shall inter-alia be subject to the following terms and conditions:

- a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case maybe.
- b) The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations, 2018. However, in addition to the lock-in period prescribed under ICDR Regulations, 2018 the said Equity Shares shall along with any further issuance of shares such as Bonus Shares, which may arise in future, shall be locked in for a further period as may be mutually agreed upon by the Company and the Proposed Allottee.
- c) The Equity Shares to be issued and allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- d) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations, as amended from time to time. Where the allotment of the Shares is pending on account of pendency of any approval for the preferential issue by any regulatory / statutory authority (including but not limited to the in-principle approval of the stock exchanges for the issuance of the equity shares to Proposed Allottees on a preferential basis), the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval;
- e) The Equity Shares allotted shall be subject to applicable lock-in requirements for such period in accordance with Chapter V of the SEBI (ICDR) Regulations.
- f) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved hereinabove.
- g) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as

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

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

RESOLVED FURTHER THAT subject to SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Equity Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Proposed Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential allotment as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, (ii) making applications to the stock exchange for obtaining in-principle approvals, (iii) listing of shares, (iv) filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the preferential allotment, (vii) issue and allotment of the Equity Shares, and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory (ies) including execution of any documents on behalf of the Company and to represent the Company before any government authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution and further to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution;

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

5. To give loans or to give guarantees or to provide securities in connection with the loan made to any other body corporate or person or to make investments under section 186 of the companies act, 2013

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

"RESOLVED THAT pursuant to the provisions of section 186 read with the Rules framed there under and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to give any loans / any other form of debt to any person or other body corporate(s) and / or to give guarantee in connection with a loan / any other form of debt to any other body corporate(s) or person and to acquire, invest and/or deploy the funds of the Company from time to time in inter-corporate investments, debt / equity / quasi-equity securities or instruments, derivatives, bonds / debentures (whether fully, partially or optionally convertible or non-convertible) and / or in other financial /

money market instruments of one or more bodies corporate, banks and other financial institutions, units of mutual funds or by contribution to the capital of Limited Liability Partnership ('LLPs') in one or more tranches, whether in India or overseas, upto maximum amount of Rs. 500 Crores (Rupees Five Hundred Crores only) outstanding at any point of time in addition to the limits prescribed under section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment(s), including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment(s) and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution.”

6. Approve the increase in borrowing powers in excess of the Paid-up Share Capital, Free Reserves and Securities Premium of the Company pursuant to Section 180(1)(c) 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 180 (1) (c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company and the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board) for borrowing from time to time, by way of loans, credit facilities, debt instruments or in any other forms, any such sum or sums of money (either Indian or foreign currency) from Banks, Financial Institutions, Bodies Corporate, Companies, firms or any one or more persons on such terms and conditions and with or without security as the Board may think fit, notwithstanding that monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed (other than temporary loans from the Company’s bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of Rs. 500 Crores (Rupees Five Hundred Crores Only)”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to negotiate with the lending entities and to finalize and execute the documents and deeds as may be applicable for borrowing loan and other financial facilities on such terms and conditions as may be decided by the Board and to perform all such acts, deeds and things as may be necessary in this regard.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board may in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee constituted by Board of the Company or to any Director of the Company or to any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.”

“**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized to digitally sign and file e-Form MGT-14 and any other e-forms as may be required to file with the Registrar of Companies and to do all such acts, deeds and things necessary to give effect to this Resolution.”

7. Increase in aggregate investment limits for non-resident Indians and overseas citizens of India.

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

“**RESOLVED THAT** pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, read with the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (“FEMA Regulations”), as amended from time to time, the Companies Act, 2013, as amended, and the rules and regulations made thereunder (collectively referred to as the “Companies Act”) and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India (“RBI”), the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities as may be required under applicable laws and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the Board of Directors of the Company (“Board”), the consent of the members of the company be and is hereby accorded to increase the aggregate limit of investment or holding in the Company by all Non-resident Indians (“NRI”) and Overseas Citizens of India (“OCI”), put together, whether by way of subscription to, or acquisition of, equity shares or other securities of the Company, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, or direct purchase or acquisition from the open market or otherwise, from 10% to 24% of the paid-up equity share capital of the Company, on a fully diluted basis or the paid-up value of each series of debentures or preference shares or warrants, if any, if convertible into securities of the Company, if any, issued by the Company or such other limit as may be stipulated under the FEMA Regulations, from time to time.

RESOLVED FURTHER THAT the Board and such other persons as may be authorized by the Board, be and are hereby severally authorized to do all such acts, things and deeds on behalf of the Company and make such filings / applications with the appropriate Governmental or regulatory authorities, including RBI, to effectively implement this resolution.

RESOLVED FURTHER THAT any of the Directors or the Chief Financial Officer or the Company Secretary is authorized to certify the true copy of the aforesaid resolution.”

**By Order of the Board of Directors
For Madhuveer Com 18 Network Limited**

**Date: 27/04/2023
Place: Ahmedabad**

**Sd/-
Divya Rathi
Company Secretary**

Registered Office:
Office no. 812, Anand Mangal-3,
Opp Core house,
Nr. Hirabag, Nr. Rajnagar Club,
Ambavadi, Ahmedabad – 380015
CIN: L93000GJ1995PLC026244

NOTES:**1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

2. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Annual General Meeting (“Meeting”) is annexed hereto.**3. The Register of Members and Share Transfer Books of the Company will remain closed from May 20, 2023 to May 26, 2023 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.****4. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.****5. The dividend on equity shares, if declared at the Meeting, will be credited / dispatched within a week from the conclusion of the Meeting to those members whose names appear on the Company’s Register of Members on the Record Date fixed for the purpose; in respect of the shares held in dematerialized mode, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.****6. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.****7. Securities and Exchange Board of India (“SEBI”) has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, the Company/Cameo has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialization.****8. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.****9. Voting through Electronic means:**

Pursuant to Section 108 of the Companies Act, 2013, read with the Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014 in pursuance with the directions issued by SEBI vide Circular No. CIR/CFD/DIL/6/2012 dated 13th July, 2014, the Company is pleased to

provide the facility to Members to exercise their right at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

PROCEDURE FOR E-VOTING:

A. The instructions for members for voting electronically are as under: -

- (i) The voting period begins on 23rd May, 2023 at 09:00 A.M. and ends on 25th May, 2023 at 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20th May, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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 as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for all mobile users. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

- B. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20th May, 2023.
- C. A copy of this notice has been/ shall be placed on the website of the Company and the website of CDSL.
- D. Mrs. Rupal Patel, Practicing Company Secretary (Membership No. FCS 6275) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- E. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make not later than two working days of conclusion of the meeting, a consolidated Scrutinizer’s Report of the total

votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.

- F. In terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is sent along with this Notice. A member desiring to exercise vote by Ballot shall complete the said Ballot Form with assent (for) or dissent (against) and send it to Mrs. Rupal Patel, Scrutinizer, having office address at 303, Prasad Apt., Opp. Jain Derasar, S.M. Road, Nehrunagar Cross Road, Ahmedabad-380015, Tel. No: 079-26420603, E-mail: roopalcs2001@gmail.com so as to reach her on or before 25th May, 2023 by 5.00 p.m. Any Ballot Form received after the said date and time shall be treated as if the reply from the Members has not been received.
- G. The facility for voting through ballot shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e- voting/ ballot shall be able to exercise their voting right at the meeting.
- H. The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- I. The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.mcom18.com within two working days of conclusion of the annual general meeting and will be communicated to BSE Limited, who are required to place them on their website. The same shall also be placed on the website of CDSL.
10. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.
11. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their demat accounts; will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately.
12. Corporate members intending to send their authorized representative to attend the meeting pursuant to the section 113 of the Companies Act, 2013 are requested to send to the company a certified true copy of the relevant board resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the meeting.
13. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. Cameo Corporate Services Limited, Chennai, Registrar and Share Transfer agent of the Company immediately.
14. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Cameo Corporate Services Limited, Chennai, Registrar and Share Transfer agent of the Company.
15. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
16. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

17. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman. The Results declared along with the Scrutinizer's Report shall be placed on the Company's/ CDSL's website within two working days of passing of the resolutions at the AGM of the Company and shall be communicated to BSE Limited.

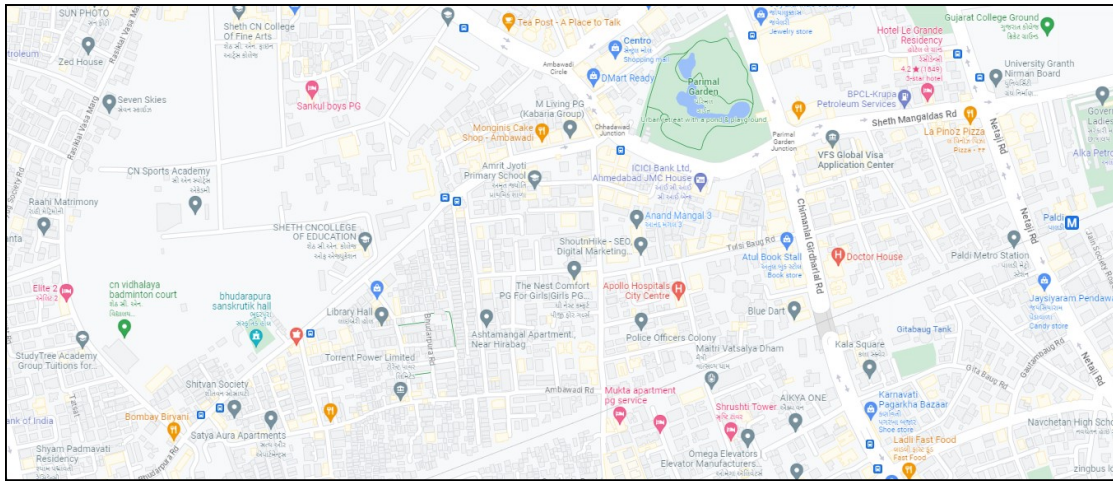
18. Contact Details

Company	Madhuveer Com 18 Network Limited Redg. Office: Office No. 812, Anand Mangal-3, Opp. Core House, Nr. Hirabag, Nr. Rajnagar Club, Ambavadi, Ahmedabad, Gujarat, 380015 Email: tohealpharmachem@gmail.com Website: www.mcom18.com
Registrar & Share Transfer Agent	Cameo Corporate Services Ltd Add: Subramanian Building, Club House Road, Anna Salai, Chennai, Tamil Nadu, 600002 Email : cameo@cameoindia.com Website: www.cameoindia.com
E-Voting Agency	Central Depository Services (India) Limited E-mail ID: helpdesk.evoting@cdslindia.com Phone: 022- 22723333/ 8588
Scrutinizer	Rupal Patel, Practicing Company Secretary Ahmedabad Add: 303, Prasad Tower, Opp. Jain Derasar, Nehrunagar Cross Road, Nehrunagar Ahmedabad-380015 Email: roopalcs2001@gmail.com

19. Details of Directors proposed to be appointed/ re-appointed, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India:

Name of the Director	:	Mr. Punitkumar Bhavsar
DIN	:	08987296
Date of birth	:	17/12/1984
Date of first appointment	:	29/12/2020
Qualification and Experience	:	More than five years
Expertise	:	Administration
Director of the Company since	:	29/12/2020
Directorship in other public limited companies including listed companies	:	NIL
Membership of Committees of other public limited companies	:	NIL
Listed entities from which the person has resigned in the past three years	:	NIL
No. of Shares held in the Company	:	NIL
No. of Board Meetings Held/ Attended	:	5/5
Details of Remuneration sought to be paid	:	NIL
Last Remuneration drawn (per annum)	:	NIL
Disclosure of relationships between directors inter-se	:	NA
Terms and conditions of reappointment and Remuneration	:	Mr. Punitkumar Bhavsar shall be reappointed as Director (Executive), liable to retire by rotation.

ROUTE MAP OF 27th ANNUAL GENERAL MEETING



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

The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013 ('Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations') sets out all material facts relating to the business(es) to be dealt at the 27th Annual General Meeting as mentioned under Item Nos. 1 to 7 of the accompanying Notice dated April 27, 2023:

Item No. 1

In terms of the provisions of Section 129 of the Companies Act, 2013, the Company submits its Standalone and Consolidated audited financial statements for FY 2022-23 for adoption by members at the Annual General Meeting ("AGM").

The Board of Directors (the "Board"), on the recommendation of the Audit Committee, has approved Standalone and Consolidated audited financial statements for the financial year ended March 31, 2023. Detailed elucidations of the financial statements have been provided under various sections of the Annual Report, including the Board's Report and Management Discussion and Analysis Report.

The Standalone and Consolidated Audited Financial Statements of the Company along with the reports of the Board of Directors and Auditors thereon:

- have been sent to the members at their registered e-mail address; and
- have been uploaded on the website of the Company i.e., www.mcom18.com under the "Investors" section.

M/s MAAK and Associates (FRN 135024W), Statutory Auditor has issued an unmodified audit report on the financial statements and has confirmed that the financial statements, represent a true and fair view of the state of affairs of the Company.

None of the Directors or Key Managerial Personnel of the Company including their relatives, except to the extent of their respective shareholdings in the Company, in any way, financially or otherwise, is interested or concerned in this resolution.

The Board recommends the **ordinary resolution** set out at Item No. 1 for approval of the members of the Company.

Item No. 2

A per section 152 of the Companies Act, 2013 ("Act") mandate certain number of directors to retire at every Annual General Meeting ("AGM") of the Company who can offer themselves for re-appointment. In compliance with this requirement, Mr. Punitkumar Bhavsar (DIN: 08987295) retires by rotation at the ensuing AGM. He is eligible and has offered himself for re-appointment.

A brief profile of Mr. Punitkumar Bhavsar to be reappointed as a Non-Executive Director is given under the heading "Details of Directors proposed to be appointed and re-appointed, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India" elsewhere in the Notice

The Company has received declaration from Mr. Punitkumar Bhavsar that he is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Mr. Punitkumar Bhavsar has contributed immensely to the Company's growth. He has a rich and varied experience particularly in operations, digitization.

Except the above, none of other Directors or Key Managerial Personnel of the Company including their relatives, except to the extent of their respective shareholdings in the Company, in any way, financially or otherwise, is interested or concerned in this resolution.

The Board recommends resolution at Item No. 2 relating to re-appointment of Mr. Punitkumar Bhavsar as Director (Executive), for approval of the members as an **Ordinary Resolution**.

Item No. 3

Presently, the Authorized Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crores) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Face Value of Re. 10/- (Rupee Ten Only) each.

In order to increase in capital of the company through preferential issue as mentioned in the resolution no. 4 of this notice or to facilitate the future requirements, if any, of the Company, it is proposed to increase the Authorized Share Capital to Rs. 52,00,00,000/- (Rupees Fifty-Two Crores) divided into 5,20,00,000 (Five Crore Twenty Lakh) Equity Shares of Face Value of Re. 10/- (Rupee Ten Only) each by addition of Rs. 40,00,00,000 (Rupees Forty Crores Only) divided into 4,00,00,000 (Four Crores) Equity Shares of Face Value of Re. 10/- (Rupee Ten) each. The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours on all working days of the Company (Except Saturday, Sundays and Public holidays)

Accordingly, approval of the Members of the Company is hereby sought by way of **Ordinary Resolution** as set out in Item No.3 of this Notice

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice except to the extent of their shareholding in the Company.

Item No. 4

In accordance with sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the "ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis to non-promoters as mentioned below ("Investors").

The Board, at its meeting held on April 27, 2023 had, subject to the approval of the Members and such other approvals as may be required, approved the preferential issue, involving the issue and allotment to non-promoter investors upto 4,20,00,000 (Four Crores Twenty Lakh) equity shares of face value Rs.10/- each ("Equity Shares") at a price of upto Rs. 10/- (Rupees Ten Only) per share aggregating upto maximum amount of Rs. 42,00,00,000 (Rupees Forty-Two Crores Only) on a preferential basis at such price being not less than the minimum price as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations

The equity shares to be issued and allotted on preferential basis to non-promoter investors will be listed on the BSE Limited (the stock exchange) and shall rank pari-passu with the existing equity shares of the Company including with regard to dividend and voting rights.

The salient features of the preferential issue, including disclosures required to be made in terms of the provisions of Section 42 of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of

Securities) Rules, 2014 and Section 62(1)(c) of the Act read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Chapter V of the SEBI ICDR Regulations, are set out below:

1. Objects of the Preferential Issue:

The Company proposes to raise an amount aggregating up to Rs. 42,00,00,000 (Rupees Forty-Two Crores Only) through the Preferential Issue. The proceeds of the Preferential Issue shall be utilized for capital expenditure, acquisition in the same line of business, repayment of borrowings of the Company, expansion plans including investments in subsidiaries, working capital requirement, exploring new initiatives, meeting future funding requirements, general corporate purposes and such other purpose as the Board may decide.

2. Size of the preferential issue and the amount which the Company intends to raise by way of such securities:

It is proposed to issue and allot in upto 4,20,00,000 (Four Crores Twenty lakhs) fully paid-up equity shares having face value of Rs. 10/- (Rupees Ten Only) each of the Company at an issue price of Rs.10/- (Rupees Ten Only) per equity share aggregate of Rs. 42,00,00,000 (Rupees Forty-Two Crores Only).

3. Price of the preferential issue:

The Company proposes to offer, issue and allot equity shares each at an issue price of Rs. 10/- (Rupees Ten Only) per equity share. Please refer point 4 below for the basis of determining the price of the preferential allotment.

4. Basis on which the price has been arrived at along with report of the Independent registered valuer:

The equity shares of the company have not been frequently traded on the stock exchange as per sub-regulation (5) of regulation 164 of SEBI (ICDR) Regulations, 2018 as on the relevant date and the allotment of equity shares to the proposed allottees is more than five percent of the post issue fully diluted share capital of the issuer, therefore, the price of the equity shares is determined as per valuation report dated April 27, 2023 issued by Nikunj Kanodia, Chartered Accountant, Registered Valuer (IBBI Registration No. IBBI/RV/01/2020/13470) for issuance of equity shares through preferential issue for cash consideration arrived at Rs. *9.20 (Rupees Nine and Twenty Paise Only) per equity shares in pursuance to regulation 165 and 166A under Chapter V of SEBI (ICDR) Regulations.

The valuation report is available for inspection at the Registered Office of the company during the business hours on any working days and the same can also access at Company's website i.e. www.mcom18.com

There is no change in control, consequent to proposed to present preferential issue to the proposed allottees.

*The company cannot issue equity shares below to the face value of the equity shares of the company, since the equity shares value in accordance with valuer report arrived at Rs. 9.20 which is less than the face value of the equity shares of the company, therefore Rs. 10/- each taken as **Issue Price** of equity share of the company which is the price not less than the price arrived as per Chapter V of ICDR regulations.

5. Relevant Date:

The "Relevant Date" as per Regulation 161 of Chapter V of the SEBI ICDR Regulations for the purpose of determination of the floor price for equity shares to be issued is Wednesday, April 26, 2023 i.e. a date 30 (thirty) days prior to the date of this AGM.

6. Date of Board Resolution:

Date of passing of Board resolution for approving preferential issue: Thursday, April 27, 2023.

7. Particulars of the issue including the material terms of issue, date of passing of Board resolution, kind of securities offered, total / maximum number of securities to be issued and the issue price:

Details of the securities to be issued, price of securities, date of approval by the Board in relation to the preferential allotment, and details of the proposed allottees are set out in the previous paragraphs. The Equity Shares shall be fully paid-up and listed on BSE Limited (the stock exchange) and rank pari-passu with the existing equity shares of the Company in all respects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than statutory lock-in under the SEBI ICDR Regulations), in accordance with applicable law, and shall be subject to the requirements of all applicable laws and to the provisions of the Memorandum of Association and Articles of Association of the Company, if any.

8. Names of the proposed allottees to whom allotment is proposed to be made and the percentage (%) of post-preferential offer capital that may be held by them and Change in Control, if any, consequent to the Preferential Allotment:

The Equity Shares shall be issued and allotted to the Proposed Allottees (under Non-Promoter Category) as detailed herein below. The pre and post issue holding of the proposed allottee is as under:

Name of the Proposed Allottee	Category	Pre-Preferential Allotment		Number of shares proposed to be issued	Post-Preferential Allotment	
		No. of Shares	% of voting rights		No. of Shares	% of voting rights
Dhruvin Dakshesh Shah	Non-Promoter, Individual	-	-	1,00,00,000	1,00,00,000	19.42
Devika Vimal Rathod	Non-Promoter, Individual	-	-	60,00,000	60,00,000	11.65
Shlok Vimal Rathod	Non-Promoter, Individual	-	-	60,00,000	60,00,000	11.65
Padmaja Suresh Ambekar	Non-Promoter, Individual	-	-	5,00,000	5,00,000	0.97
Vaishali Parkar Kumar	Non-Promoter, Individual	-	-	5,00,000	5,00,000	0.97
Nipa Haria	Non-Promoter, Individual	-	-	5,00,000	5,00,000	0.97
Bijal Gandhi	Non-Promoter, Individual	-	-	15,00,000	15,00,000	2.91
Anita Jain	Non-Promoter, Individual	-	-	1,50,000	1,50,000	0.29
Shoolin Studios Private Limited	Non-Promoter, Body Corporate	-	-	5,00,000	5,00,000	0.97
Nishank Jain	Non-Promoter, Individual	-	-	1,50,000	1,50,000	0.29
Chaitanya Vaidya	Non-Promoter, Individual	-	-	5,00,000	5,00,000	0.97
Efficient Tie-Up Private Limited	Non-Promoter, Body Corporate	470000	4.96	54,00,000	58,70,000	11.40
Shitalnath Consultant Private Limited	Non-Promoter, Body Corporate	-	-	50,00,000	50,00,000	9.71
Meet Kariya	Non-Promoter,	-	-	25,00,000	25,00,000	4.86

	Individual					
Jay Kariya	Non-Promoter, Individual	-	-	25,00,000	25,00,000	4.86
Kaajal Rohira	Non-Promoter, Individual	-	-	3,00,000	3,00,000	0.58

There shall be no change in the management or control of the Company pursuant to the above-mentioned Preferential Allotment. However, voting rights will change in accordance with the shareholding pattern, further, allotment to the proposed allottees is more than five percent of the post issue diluted share capital of the company.

9. Intention of the Promoters/ Promoter Group, Directors, Key Managerial Personnel or Senior Management to subscribe to the preferential issue.

None of the Promoters /Promoter Group/ Directors, Key Managerial Personnel or Senior Management of the Company intend to subscribe the shares pursuant to the aforementioned preferential issue.

10. Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter.:

Currently, only one proposed allottees namely Efficient Tie Up Private Limited are existing shareholders of the company under the non-promoter category and pursuant to this allotment all the proposed allottees shall be covered under the head non-promoter category under shareholding pattern of the Company. Therefore, no change in control is proposed, pursuant to present preferential issue.

11. Shareholding Pattern of the Company before and after the issue:

The pre-issue shareholding pattern of the Company as of March 31, 2023 and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) is given below:

Sr. No.	Category of shareholders	Pre- Issue Shareholding		Post-Issue Shareholding	
		No. of Shares	% of Total shareholding	No. of Shares	% of Total shareholding
A	Promoter and Promoter Group				
1.	Indian	--	--	--	--
a.	Individuals/Hindu undivided Family	3,71,000	3.91	3,71,000	0.72
	Sub-Total (A)(1)	3,71,000	3.91	3,71,000	0.72
2	Foreign Promoters	--	--	--	--
	Sub-Total (A)(2)	--	--	--	--
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)	3,71,000	3.91	3,71,000	0.72
B	Non-Promoters Holding-				
1.	Institutions (Domestic)	--	--	--	--
	Sub-Total (B)(1)	--	--	--	--
2.	Institutions (Foreign)	--	--	--	--
	Sub-Total (B)(2)	--	--	--	--
3.	Central Government / State Government(s)	--	--	--	--
	Sub-Total (B)(3)	--	--	--	--
4.	Non-Institution				
a.	Directors and their relatives	--	--	--	--

b.	Key Managerial Personnel	--	--	--	--
c.	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	8,88,876	9.38	8,88,876	1.73
d.	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	77,07,230	81.29	39,20,7230	76.16
e.	Non-Resident Indians (NRIs)	82	0.00	82	0.00
f.	Bodies Corporate	4,88,145	5.15	1,09,88,145	21.34
g.	Any Other				
	(i) Hindu Undivided Families	25,267	0.27	25,267	0.05
	(ii) Trusts	100	0.00	100	0.00
	Sub-Total (B)(4)	91,09,700	96.09	5,11,09,700	99.28
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)+ (B)(4)	91,09,700	96.09	5,11,09,700	99.28
	Total (A+B)	94,80,700	100.00	5,14,80,700	100.00

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

Not Applicable, since the present issue of equity shares is for cash consideration.

13. Proposed time frame within which the preferential issue shall be completed:

Pursuant to the requirements of the SEBI ICDR Regulations, the Company shall complete the allotment of equity shares of the Company to the Proposed Allottees on or before the expiry of *15 (fifteen) days from the date of passing of the Special Resolution by the members of the Company.

*It may be noted that in case the allotment requires any approval from the regulatory authority(ies) or the Central Government (including but not limited to the in-principle approval of the stock exchanges for the issuance of the equity shares to the Proposed Allottees on a preferential basis), the allotment shall be completed within 15 days (Fifteen days) from the date of receipt of such approval(s) or permission(s) or such other period as specified by the regulatory authority(ies) or the Stock Exchanges.

14. The change in control or allotment of more than five percent to an allottee or to allottees acting in concert if any, of the Company that would occur consequent to preferential offer:

There shall be no change in the management or control of the Company pursuant to the above-mentioned Preferential Allotment.

In Pursuance to regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, allotment to the all proposed allottees is more than five percent of the post issue fully diluted share capital of the issuer.

Hence, the company has obtained valuation report from the Independent Registered Valuer, Nikunj Kanodia, a Registered Valuer (Reg. No. IBBI/RV/01/2020/13470) in accordance with Regulation 166A of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018. The valuation report is available for inspection at the Registered Office of the company during the business hours on any working days and further shareholders can also access the valuation report from the Company's website i.e. www.mcom18.com

15. Lock-in Period:

The proposed allotment of equity shares shall be subject to lock-in as per the requirement of SEBI (ICDR) Regulations, 2018.

In accordance with Regulation 167 of the SEBI ICDR Regulations, the Lock-in-period are as follows:

- The Equity shares allotted on a preferential basis to proposed allottees (other than the promoters and promoter group) shall be locked-in for a period of **Six months** from the date of trading approval.
- The entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in from the relevant date up to a period of **90 trading days** from the date of trading approval.

16. No. 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 allotments during the year.

17. Listing:

The Company will make an application to the BSE Limited (BSE) (“Stock Exchange”) at which the existing shares are listed, for listing of the Equity Shares.

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

19. Name and address of valuer who performed valuation

The Valuation was performed by independent valuer, Mr. Nikunj Kanodia, a Registered Valuer (Reg. No. IBBI/RV/01/2020/13470) having office at office 510, Dilkap Chambers, Plot – A/7, Veera Desai Road, Andheri West, Mumbai - 400053

The valuation report is available for inspection at the Registered Office of the company during the business hours on any working days and further shareholders can also access the valuation report from the Company’s website i.e. www.mcom18.com

20. Practicing Company Secretary Certificate

The Certificate issued by Mrs. Rupal Patel, Practicing Company Secretary having office at 303, Prasad Tower, Opp. Jain Derasar, Nehrunagar Cross Road, Nehrunagar, Ahmedabad-380015, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, 2018, will be placed before the shareholders at the Annual General Meeting and is also available for inspection at the Registered Office of the company during the business hours on any working days, such certificate is hosted on the Company’s website and is accessible at link www.mcom18.com.

21. Identity of the Proposed Allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), class of the Proposed Allottees:

The name of the proposed allottees and the identity of the natural persons who are ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, is as follows:

Sr. No.	Name of Proposed allottees	Category	Ultimate Beneficial Ownership
1	Dhruvin Dakshesh Shah	Non-Promoter, Individual	Self
2	Devika Vimal Rathod	Non-Promoter, Individual	Self
3	Shlok Vimal Rathod	Non-Promoter, Individual	Self

4	Padmaja Suresh Ambekar	Non-Promoter, Individual	Self
5	Vaishali Parkar Kumar	Non-Promoter, Individual	Self
6	Nipa Haria	Non-Promoter, Individual	Self
7	Bijal Gandhi	Non-Promoter, Individual	Self
8	Anita Jain	Non-Promoter, Individual	Self
9	Shoolin Studios Private Limited	Non-Promoter, Body Corporate	Registered and beneficial Shareholders – Gurmeet Singh Bhamrah – Sona Singh
10	Nishank Jain	Non-Promoter, Individual	Self
11	Chaitanya Vaidya	Non-Promoter, Individual	Self
12	Efficient Tie-Up Private Limited	Non-Promoter, Body Corporate	Registered and beneficial Shareholders: – Ilesh Manekrav Nikhare – *Jyot International Marketing Limited (BSE Listed company)
13	Shitalnath Consultant Private Limited	Non-Promoter, Body Corporate	Registered and beneficial Shareholders: – Ashwin Trivedi – Ashoksing Bharodiya
14	Meet Kariya	Non-Promoter, Individual	Self
15	Jay Kariya	Non-Promoter, Individual	Self
16	Kaajal Rohira	Non-Promoter, Individual	Self

**No any individual ultimate significant beneficial owner.*

22. Undertaking

- The Proposed Allottees has confirmed that they have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.
- The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI (ICDR) Regulations, 2018.
- Neither the Company nor any of its directors or Promoters are categorized as willful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163 of the SEBI (ICDR) Regulations, 2018 are not applicable.
- Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval as per the SEBI ICDR Regulations.
- The Company is not required to re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations, 2018. Since the Companies equity shares are listed on recognized Stock Exchange (BSE) for a period of more 90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price nor is required to submit an undertaking as specified under applicable provisions of SEBI ICDR Regulations.

The Company shall made adjustment in the price of the relevant securities to be allotted under the preferential issue in terms of the provisions of SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required.

The documents (including Valuation Reports) referred to in the Notice, for which this shareholder's approval is being obtained, will be available for inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM i.e. May 26, 2023.

Your directors recommend the passing of the Resolution No. 04 of the Notice as a **Special Resolution** by the Members.

None of the Directors or Key Managerial Personnel and/ or their immediate relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 4 of this Notice, except to their shareholding in the Company.

Item: 5

In terms of the provisions of section 186 of the Companies Act, 2013, authority to the Board of Directors of the Company to give loan(s), give guarantee(s), provide security(ies) and to make investment(s) together with loan(s) / guarantee(s) / security(ies) already given and investments already made by the Company to other body corporate(s) or person(s) or bank(s) or other financial institution(s) in the ordinary course of business exceeding the prescribed limits i.e. i) sixty per cent of the aggregate of the paid-up share capital, its free reserves and securities premium account of the Company or, ii) hundred per cent of its free reserves and securities premium account of the Company, whichever is more, needs prior approval of shareholders of the Company by means of a special resolution.

Your company is growing and therefore in order capitulate the various opportunities of the prevailing industry, therefore, it is proposed to give powers to the Board of Directors or any duly constituted committee thereof, for making this investment or any other future investment(s), providing loan(s), or giving guarantee(s) or providing securities in connection with loans to body corporate(s) or person or to acquire or invest funds in inter-corporate investments, upto an amount not exceeding Rs.500 Crores (Rupees Five Hundred Crores only) as per section 186 of the Companies Act, 2013.

Your directors recommend the passing of the Resolution No. 05 of the Notice as a **Special Resolution** by the Members

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except to the extent of their directorships and shareholding in the body corporate(s) in which investments may be made or loans / guarantees may be given pursuant to this **Special Resolution**.

Item: 6

As per provisions of Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors of a Company could borrow money together with the moneys already borrowed in the ordinary course of business, to the extent of paid-up share capital and free reserves of the Company and for borrowing moneys in excess of the Paid-Up Share Capital and Free Reserves, the approval of the Members of the Company in General Meeting by way of Special Resolution has to be obtained.

The Company borrow funds and may borrow funds from time to time to meet its operational and business requirement for which it is required to obtain approval of the Members by way Special Resolution in General Meeting to authorize to the Board to borrow funds in excess of the Paid-Up Share Capital and Free Reserves.

Hence, Members of the Company are requested to give their approval to borrow the money along with the money already borrowed by the Company in excess of its paid –up capital and free reserve up to Rs. 500 Crores.

Your directors recommend the passing of the Resolution No. 06 of the Notice as a **Special Resolution** by the Members.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution.

Item: 7

In terms of the Foreign Exchange Management Act, 1999, read with the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (the “FEMA Rules”), the Master Direction on Foreign Investment in India issued by RBI through Master Direction No. 11/2017-18, in each case, as amended from time to time (together with the FEMA Rules, the “FEMA Laws”), all Non-resident Indians (“NRI”) and Overseas Citizens of India (“OCI”), put together, in an Indian company may acquire and hold up to an aggregate limit of 10% of the paid-up equity share capital of a listed Indian company or the paid-up value of each series of debentures or preference shares or warrants issued by the Indian company. The FEMA Laws further provide that the aforesaid aggregate limit of 10% applicable for all NRIs and OCIs in an Indian company put together may be further increased up to 24%, by passing a special resolution by the shareholders of the Indian company.

In light of the aforesaid, the Board of Directors of the Company have, at its meeting held on December 03, 2022 (“Board Resolution”), proposed, subject to approval of the shareholders by way of a special resolution, to increase the aggregate foreign investment limit of all NRIs and OCIs put together in the Company from 10% to 24% of the paid-up equity share capital of the Company on a fully diluted basis or the paid-up value of each series of debentures or preference shares or warrants, if any, issued by the Company.

Your directors recommend the passing of the Resolution No. 07 of the Notice as a Special Resolution by the Members.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are concerned or interested in the proposed Special Resolutions.

**By Order of the Board of Directors
For Madhuveer Com 18 Network Limited**

**Date: 27/04/2023
Place: Ahmedabad**

**Sd/-
Divya Rathi
Company Secretary**

Registered Office:
Office no. 812, Anand Mangal-3,
Opp Core house,
Nr. Hirabag, Nr. Rajnagar Club,
Ambavadi, Ahmedabad – 380015
CIN: L93000GJ1995PLC026244

MADHUVVEER COM 18 NETWORK LIMITED

Reg.Office.: Office No # 812, Anand Mangal - III, Opposite Core house, Near Hirabag,
NearRajnagar Club, Ambawadi, Ahmedabad-06| Phone - 9773151363
Email:tohealpharmachem@gmail.comCIN: L24230GJ1995PLC026244

FORM MGT-11 PROXY FORM

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

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

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

1. Name:
Address:
E-mail Id:
Signature:....., or failing him,

2. Name:
Address:
E-mail Id:
Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **27th Annual General Meeting** of the company, to be held on the 26th day of May, 2023 at 11.00 a.m. at Office no. 812, Anand Mangal- 3, Opp Core house, Nr. Hirabag, Nr. Rajnagar Club, Ambavadi, Ahmedabad- 380006 to transact the following business and at any adjournment thereof in respect of such resolutions as are indicated below:

S.N.	Ordinary Business	For	Against
1	Consideration and Adoption of the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon		
2	Re-appointment of Mr. Punitkumar Bhavsar (DIN: 08987295) as a Director (Executive), who retires by rotation and being eligible, offers himself for re-appointment		
3	Increase in the Authorized Share Capital and Consequent Alteration of Memorandum of Association		
4	Issuance of equity shares on a preferential basis ("Preferential Issue") to the Non-Promoter investors for cash consideration		
5	Give loans or to give guarantees or to provide securities in connection with the loan made to any other body corporate or person or to make investments under section 186 of the companies act, 2013		
6	Approve the increase in borrowing powers in excess of the Paid-up Share Capital, Free Reserves and Securities Premium of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013		
7	Increase in aggregate investment limits for non-resident Indians and overseas citizens of India		

Signed this..... day of..... 2023

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Rs. 1 /-
Revenue
Stamp

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

MADHUVeer COM 18 NETWORK LIMITED

Reg.Office.: Office No # 812, Anand Mangal - III, Opposite Core house, Near Hirabag,
NearRajnar Club, Ambawadi, Ahmedabad-06| Phone - 9773151363
Email:tohealpharmachem@gmail.comCIN: L24230GJ1995PLC026244

ATTENDANCE SLIP

[To be handed over at the entrance of the meeting hall]

27th ANNUAL GENERAL MEETING– 26th May, 2023 at 11:00 A.M.

DP Id.		Client Id. / Ben. A/c.	
Folio No.		No. of Shares	

I certify that I am a registered shareholder/Proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the **27th ANNUAL GENERAL MEETING** of the Company being held on 26th May, 2023 at 11:00 A.M. at Office No. 812, Anand Mangal – III, Opposite Core house, Near Hirabag, Near Rajnar Club, Ambavadi, Ahmedabad- 380015.

Full Name of the Shareholder / Proxy (In Block Letter)

Signature