



KRISHNA CAPITAL AND SECURITIES LIMITED
[CIN: L67120GJ1994PLC023803]

Regd. Office: 403, Mauryansh Elanza, B/h Parekh Hospital, Shyamal Cross Roads, Satellite,
Ahmedabad: 380015

Phone: 079-26768572, 079-26768573,

Email: ksbspl@yahoo.in, **Website:** www.kcsl.co.in

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting (EGM) of the Members of M/s. Krishna Capital and Securities Limited will be held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") on Saturday, 25 April, 2026 at 11.30 A.M. to transact the following Businesses:

Special Business:

1. Increase in Authorised Share Capital of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61 & 64 or all other applicable provisions, if any read with applicable Rules made there under (including amendments or reenactment thereof), consent of shareholders of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from the existing of Rs. 4,00,00,000/- (Rupees Four Crores Only) divided into 40,00,000 (Forty Lakhs) Equity Shares of Rs. 10/- (Ten) each to Rs. 34,00,00,000/- (Rupees Thirty-Four Crores Only) divided into 3,40,00,000 (Three Crores Forty Lakhs) Equity Shares of Rs.10/- (Ten) each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by following new Clause:

"The Authorised Share Capital of the Company is Rs. 34,00,00,000/- (Rupees Thirty-Four Crores Only) divided into 3,40,00,000 (Three Crores Forty Lakhs) Equity Shares of Rs. 10/- (Ten) each."

RESOLVED FURTHER THAT any directors of the Company of the Company be and are hereby jointly or severally authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit."

2. Issue of 3,00,00,000 Equity Shares of the Company on a Preferential basis:

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

"RESOLVED THAT pursuant to Section 62 (1)(c), Section 42 and other applicable provisions of the Companies Act, 2013 and the rules framed there under (including any statutory modification or reenactment thereof, for the time being in force) and enabling provisions in the Memorandum



and Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('the SEBI ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the SEBI Listing Regulations') and the Listing Agreement entered into by the Company with the Stock Exchanges (i.e., BSE Limited) where the shares of the Company are listed and subject to approvals, consents, permissions and sanctions of any other authorities / institutions and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (hereinafter referred to as the "Board" which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent and approval of the members of the Company ("Members") be and is hereby accorded to the Board to create, offer, issue, allot and deliver in one or more tranches upto 3,00,00,000 Equity Shares at an issue Price of Rs. 20/- per Equity Share (which includes Rs. 10/- face value and Rs. 10/- premium per share), aggregating to Rs. 60,00,00,000/- (Rupees Sixty Crores Only) to the Proposed Allottees as mentioned in Table A below. Out of that two proposed allottees who is proposed to be classified as Promoter pursuant to Open offer under SEBI (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 ('the SEBI SAST Regulations'). The Equity Shares issue, allot on a preferential basis to the proposed allottee as mentioned below and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of law as may be prevailing at the time.

Table A

Sr. No.	Name of Proposed Allottees	No. of Equity Shares to be issued	PAN	Category
1.	Ashu Jagmalaram Bishnoi	80,00,000	AMQPB3308Q	*Currently - Non-Promoter, Post Open Offer Promoter
2.	Yagnik Bharatkumar Tank	1,55,00,000	AEWPT1533K	*Currently - Non-Promoter, Post Open Offer Promoter
3.	Rohankumar Hasmukhbhai Desai	30,00,000	AIYPD6369B	Non-Promoter
4.	Chhayaben Rohankumar Desai	30,00,000	BJCPD8921P	Non-Promoter
5.	Rameshbhai Shambhubhai Bhalala	5,00,000	DJMPB4199H	Non-Promoter
Total		3,00,00,000		

***Pursuant to the proposed Preferential Issue of Equity Shares and SPA (Share Purchase Agreement) which triggers the Open Offer obligations, the Proposed Allottee will be holding substantial stake and will acquire control and management of the Company upon completion of Open Offer formalities and thus, is proposed to be classified as the Promoter of the Company.**



RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is Wednesday, 25th March, 2026 (As the relevant date falls on a Thursday 26th March 2026 which is Holiday, the preceding date is considered the relevant date), being the date 30 days prior to the date of this Extra-Ordinary General Meeting and the minimum issue price has been determined accordingly in terms of the applicable provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant this Resolution shall be listed and traded on the Stock Exchanges subject to receipt of necessary permissions and approvals.

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

- i. The Equity Shares to be issued and allotted in the manner aforesaid shall rank pari passu with the existing Equity Shares of the Company in all respects (including voting powers and the right to receive dividend) from the date of allotment and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- ii. The Equity Shares shall be allotted in dematerialized form within a period of 15 (fifteen) days. However, In accordance with Regulation 170 (3) of SEBI ICDR Regulations, since the proposed preferential allotment attracted obligation to make an open offer under SEBI SAST Regulations, if offer is made under sub-regulation (1) of regulation 20 of the SEBI SAST Regulations, fifteen days shall be considered from the expiry of the period specified in sub regulation (1) of regulation 20 or date of receipt of all statutory approvals required for the completion of an open offer under the SEBI SAST Regulations.
- iii. Allotment shall only be made in dematerialized form;
- iv. The Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of SEBI ICDR Regulations and shall be listed on the stock exchange subject to the receipt of necessary permissions and approvals.
- v. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottee be recorded for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottee inviting them to subscribe to them Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle



all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares including the resultant Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.”

3. Regularization of Appointment of Mr. Vinodkumar Bhanwer Singh (DIN: 10454743) as an Executive Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 196, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule V of the said Act and Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the appointment of Mr. Vinodkumar Bhanwer Singh (DIN: 10454743), who was appointed as an Additional Director (Executive) by the Board of Directors with effect from 26th March, 2026, and who holds office up to the date of this General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby regularized and approved as an Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, or expedient to give effect to this resolution.”

4. To approve power to Borrow Funds pursuant to the provisions of Section 180(1) (C) of the Companies act, 2013, not exceeding Rs. 500 Crores:

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(C) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modifications or reenactments thereof), and the relevant regulations/directions as may be prescribed by the National Housing Bank and Reserve Bank of India from time to time (including any amendment(s), modification(s) thereof) and the Memorandum of Association and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board, to borrow from time to time any sum(s) of monies (exclusive of interest) on such terms and conditions as the Board of Directors of Directors may determine, from anyone or more of the Company’s bankers and/or from anyone or more other banks, persons, firms,



companies/bodies corporate, financial institutions, institutional investor(s), mutual funds, insurance companies, pension funds and or any entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance or deposits, loans or bill discounting, issue of debentures, commercial papers, long/short term loans, suppliers' credit securities instruments such as floating rate notes, fixed rate notes, syndicated loans, commercial borrowing from the private sector window of multilateral financial institutions, either in rupees and/or in such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets, licenses and properties, whether immovable or movable and all or any of the undertaking of the Company, provided that the moneys to be borrowed together with the moneys already borrowed by the Company [apart from temporary loans obtained from the Company's bankers in the ordinary course of business] shall not exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount upto which the moneys may be borrowed by the Board of Directors and/or the Committee of Directors and outstanding at any time shall not exceed the sum of Rs. 500/- Crores (Rupees Five Hundred Crores only).

RESOLVED FURTHER THAT the Board of Directors or such person/s or such committee (by whatever name called), as may be authorized by the Board in this regards, be and are hereby authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all other acts, deeds, matters and things as may be deemed necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required and filing of relevant forms with the jurisdictional Registrar of Companies."

For & on Behalf of the Board
For, **Krishna Capital & Securities Ltd**

Sd/-

Ashok Agrawal
Chairman & Managing Director
DIN 00944735

Registered Office:
403, Mauryansh Elanza,
B/h. Parekh Hospital,
Shyamal Cross Road
Satellite, Ahmedabad: 380015

Place: Ahmedabad
Date: 26/03/2026



Note:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Extra Ordinary General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 9/2024 dated September 19, 2024 (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024 issued by the Securities Exchange Board of India (“SEBI Circular”) prescribing the procedures and manner of conducting the General Meeting through VC/OVAM. In terms of the said circulars, the Extra Ordinary General Meeting (“EGM”) of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the EGM through VC/ OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per notes mentioned below and available at the Company’s website: www.kcsl.co.in.
2. As per the Companies Act, 2013, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since this EGM is being held through VC pursuant to the Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members is not available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporate are entitled to appoint authorized representatives to attend the EGM through VC and participate there at and cast their votes through e-voting.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in relation to the Special Business set out under Item No. 1 to 4 of the accompanying Notice, is annexed hereto.
4. The Members can join the EGM in the VC mode 15 minutes before and after 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 will be made available on first come first served basis. The instructions for members for attending the EGM through VC are annexure herewith.
5. The voting rights of shareholders shall be in proportion to number of shares held in the paid-up equity share capital of the Company as on the **cut-off date of 17th April 2026**.
6. The attendance of the Members attending the EGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Members holding the equity shares under multiple folios in same names are requested to consolidate their holdings into one folio.
8. Additional Information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), on Director seeking appointment / re-appointment at this EGM is as per below:



Director	Mr. Vinodkumar Bhanwer Singh
DIN	10454743
Date of Appointment	26 th March 2026
Qualification	Graduate
Brief Profile	Mr. Vinodkumar Singh holds the Bachelor of Commerce from Jaipur. He is a Retired General Manager from the State Bank of India. He served as an Employee of the SBI for 34 Years. He is well knowledgeable for handling NBFC as per the Guideline provided by RBI time to time. He also completed various professional Courses in the field of Money Market, Forex, Business Communication etc.
Disclosure of relationships between Directors	Mr. Vinodkumar Bhanwer Singh has no any Relationship between any Director of the Company
Shareholding, if any, in the Company	NIL
Information as required under circular No. LIST/COMP/14/2018-19 dated June 20, 2018 issued by BSE.	Mr. Vinodkumar Bhanwer Singh is not debarred from holding the office of director by virtue of any SEBI order or any other such authority
Name of Directorship in Listed Company	<ol style="list-style-type: none"> 1. Jindal Worldwide Limited (Independent Director) 2. VMS TMT Limited (Independent Director)
Name of Committee and Designation in Listed Company	<p>Designation in Committees in Jindal Worldwide Limited</p> <ul style="list-style-type: none"> - Member of Audit Committee <p>Designation in Committees in VMS TMT Limited</p> <ul style="list-style-type: none"> - Chairman of Stakeholder Relationship Committee - Member of Audit Committee - Member of CSR Committee

9. In compliance of the Circulars, the Notice of the EGM is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories, unless any member has requested for a physical copy of the same. In case any member is desirous to receive communication from the Company in electronic form, they may register their email address with Company or with their depository participant or send their consent to the Registrar and Share Transfer of the Company along with their folio no. and valid email address for registration. As a measure to save our natural resources, we request shareholders to update their email address with their Depository Participants / Registrar and Share Transfer Agent to enable the Company to send communications electronically.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the EGM.



11. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to ksbspl@yahoo.in Members seeking any information with regard to the accounts or any matter to be placed at the EGM, are requested to write to the Company on or before **Friday, April 17th, 2026** through email on ksbspl@yahoo.in . The same will be replied by the Company suitably.
12. As the EGM is being held through VC, the route map is not annexed to this Notice.
13. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote through e-mail at ksbspl@yahoo.in or makwanabipin577@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before Friday 17th, 2026, up to 5:00 pm without which the vote shall not be treated as valid.
14. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the **cut-off date i.e. 27th March 2026** are requested to send the written / email communication to the Company at ksbspl@yahoo.in by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e- voting.
15. CS Bipin Makwana, Proprietor of M/s Bipin L. Makwana, Practicing Company Secretary, (Membership No. A15650; CP No -5265), has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the EGM in a fair and transparent manner. The Scrutinizer will submit, not later than 48 hours of conclusion of the EGM, 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 and declare the result of the voting forthwith.
16. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kcsl.co.in and on the website of CDSL. The same will be communicated to the stock exchange where the shares of the company are listed.
17. In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions.
18. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their requests in Form No. SH-13, to the Registrar and Transfer Agent of the Company. Further, members desirous of cancelling/varying nomination are requested to send their requests in Form No. SH- 14, to the Registrar and Transfer Agent of the Company. These forms will be made available on request by the Registrar and Transfer Agent / Company.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with



whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent, M/s MCS Share Transfer Agent Limited.

20. Members whose shareholding is in electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s).

21. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:

- a. For shares held in electronic form: To their Depository Participants (DPs)
- b. For shares held in physical form: To the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. The Company has sent individual letters to the shareholders for furnishing the required details. The details of the Registrar and Share Transfer Agents, are as under:
MCS Share Transfer Agent Ltd,
101, Shatdal Complex,
Opp. Bata Show Room, Ashram Road,
Ahmedabad, Gujarat, 380009
Ph- 079 26582880 Email - mcsahmd@gmail.com

22. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website at <http://www.kcsl.co.in/> and on the website of the Company's Registrar and Transfer Agents, M/s. MCS Share Transfer Agent Ltd, 101, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad, Gujarat, 380009, Ph- 079 26582880 Email - mcsahmd@gmail.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.

SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or M/s. MCS Share Transfer Agent Ltd, for assistance in this regard.

Instruction for e-voting and Joining Virtual meetings.

CDSL e-Voting System - For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular

No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming EGM will thus be held through through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after 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 to at least 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.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.kcsl.co.in . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The 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 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th



September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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 **22nd April, 2026 at 09:00 AM and ends on 24th April, 2026 at 05:00 PM**. 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 17th April, 2026** 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 and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) 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 & My Easi New (Token) 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 or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	<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 or joining virtual meeting & voting during the meeting</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
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 e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.**

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (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 for the relevant Krishna Capital and Securities 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”, else 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; ksbspl@yahoo.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.



3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance **at least 7 days** prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at ksbspl@yahoo.in. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at ksbspl@yahoo.in . These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Process for those shareholders whose Email/Mobile No. are not registered with the Company/Depositories.

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



If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

Contact Details:

Company	Krishna Capital & Securities Limited Regd. Office: 403, Mauryansh Elanza, B/h. Parekh Hospital, Shyamal Cross Road, Satellite, Ahmedabad: 380015 Gujarat, India CIN: L67120GJ1994PLC023803 E-mail: ksbspl@yahoo.in Website: www.kcsl.co.in
Register and Transfer Agent	MCS Share Transfer Agent Limited 101, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad: 380009 Gujarat, India. E-mail: mcsstaahmd@gmail.com Tel: 079 - 26580461 / 62 / 63
E-Voting Agency	Central Depository Services (India) Limited E-mail ID: helpdesk.evoting@cdslindia.com Phone: 022- 22723333 / 8588
Scrutinizer	Mr. Bipin L. Makwana Practicing Company Secretary E-mail ID: makwanabipin577@gmail.com

For & on Behalf of the Board
For, **Krishna Capital & Securities Ltd**

Sd/-

Ashok Agrawal
Chairman & Managing Director
DIN 00944735

Registered Office:
403, Mauryansh Elanza,
B/h. Parekh Hospital,
Shyamal Cross Road
Satellite,
Ahmedabad: 380015

Place: Ahmedabad
Date: 26/03/2026



Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 1: Increase in Authorised Share Capital of the Company

For the planning of the further issue of Equity Shares the Board hereby decide to alteration in Capital clause by increase in authorised Share Capital of the Company subject to the approval of the Members in the General Meeting.

The existing Authorized Share Capital of the Company is Rs. 4,00,00,000/- (Rupees Four Crores Only) divided into 40,00,000 (Forty Lakhs Equity Shares of Rs. 10/- (Ten) each.

The Board in its Meeting held on 26th March, 2026 approved and recommended increasing the Authorised Share Capital to Rs. 34,00,00,000/- (Rupees Thirty-Four Crores Only) divided into 3,40,00,000 (Three Crores Forty Lakhs) Equity Shares of Rs. 10/- (Ten) each of ranking pari-passu with the existing Equity Shares in all respects, as per the Memorandum and Articles of Association of the Company. Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorized Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of the Members.

A copy of the existing Memorandum of Association along with the proposed alteration is available for inspection at the Registered Office of the Company during business hours on all working days until the date of the Meeting and will also be available at the Meeting.

The Board recommends the Resolution set out in Item no. 1 for approval of the Members as Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution.

Item No. 2: Issue of 3,00,00,000 Equity Shares of the Company on a Preferential basis:

The Special Resolution contained in Item No. 2 of the notice, has been proposed pursuant to the provisions of Sections 42 and 62 of the Act, to issue and allot upto 3,00,00,000 Equity Shares at an issue Price of Rs. 20/- per Equity Share (Includes Rs. 10/- face value and Rs. 10/- Premium per Equity Share), aggregating to Rs. 60,00,00,000/- (Rupees Sixty Crores Only) to the Proposed Allottees. Out of the said Proposed allottees two Proposed allottees i) Mr. Ashu Jagmalaram Bishnoi and ii) Yagnik Bharatkumar Tank who are proposed to be classified as Promoters pursuant to an Open offer under SEBI (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 ('the SEBI SAST Regulations').

The preferential issue shall be made in terms of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('the SEBI ICDR Regulations) and applicable provisions of the Act. The said proposal has been considered and approved by the Board in its meeting held on 26th March, 2026.

As per the Act and Rules made thereunder, and in accordance with the provisions of the SEBI ICDR Regulations as amended, the issue of Equity Shares on preferential basis requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.



The other details/disclosures of the Preferential Issue are as follows:

1. Objects of the Preferential Allotment:

The object of the issue is Business expansion by way of investment and other general purposes.

2. Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:

The Board, at its meeting held on 26th March, 2026 has, subject to the approval of the Members of the Company and such other approvals as may be required, approved the Preferential Issue, involving the issue and allotment of 3,00,00,000 Equity Shares at an issue Price of Rs. 20/- per Equity Share (includes Rs. 10/- face value and Rs. 10/- premium per Equity Share), aggregating to Rs. 60,00,00,000/- (Rupees Sixty Crores Only) to the Proposed Allottees, on a preferential basis, 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.

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

The aforesaid allotment, if approved, is proposed to be issued to the individuals from the Non-Promoter Category. From that two proposed allottees (i) Ashu Jagmalaram Bishnoi and (ii) Mr. Yagnik Bharatkumar Tank who are proposed to be classified as Promoter of the Company pursuant to an Open offer under SEBI SAST Regulations.

4. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer and Consequential Changes in voting Rights and Change in Control:

None of the existing promoters, directors or key managerial personnel of the Company intend to subscribe to any of Equity Shares proposed to be issued.

The Board of Directors of the Company have approved the preferential Issue and allotment to proposed allottees who presently do not belong to promoter & promoter group category. However, from the said Proposed allottees two of them (i) Ashu Jagmalaram Bishnoi and (ii) Mr. Yagnik Bharatkumar Tank (referred to as 'the Acquirer') have entered into a Share Purchase Agreement ('SPA') on 26th March, 2026 with the existing promoters and Promoter group for acquisition of 13,53,892 Equity Shares representing 42.87% of the existing fully diluted share capital of the Company. Additionally, the Acquirer is also being offered 2,35,00,000 equity shares (80,00,000 Equity Shares to Mr. Ashu Jagmalaram Bishnoi and 1,55,00,000 Equity Shares to Mr. Yagnik Bharatkumar Tank) through proposed preferential issue, together representing 74.96% of post preferential issue fully diluted share capital of the Company.

Pursuant to the SPA and the proposed preferential allotment, the Acquirers have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of the SEBI SAST Regulations. Post completion of the Open Offer, the Acquirers would be classified in the Promoter Category of the Company.



Sr. No.	Name of Proposed Allottees	No. of Equity Shares to be issued	Category
1.	Ashu Jagmalaram Bishnoi	80,00,000	Currently- non-promoter Post Open offer- Promoter
2.	Yagnik Bharatkumar Tank	1,55,00,000	Currently- non-promoter Post Open offer- Promoter
3.	Rohankumar Hasmukhbhai Desai	30,00,000	Non-Promoter
4.	Chhayaben Rohankumar Desai	30,00,000	Non-Promoter
5.	Rameshbhai Shambhubhai Bhalala	5,00,000	Non-Promoter
Total		3,00,00,000	

5. Shareholding Pattern before and after the preferential issue:

Sr. No.	Category	Pre-Issue		Post-Issue*	
		No. of Shares	% of Capital	No. of Shares	% of Capital
A	Promoter & Promoter Group Holding				
1	Indian:				
	Individual / Hindu Undivided Family	9,94,166	31.48	9,94,166	3.00
	Bodies corporate	3,59,726	11.39	3,59,726	1.08
	Sub-Total	13,53,892	42.87	13,53,892	4.08
2	Foreign Promoters	-	-	-	-
	Sub-Total (A)	13,53,892	42.87	13,53,892	4.08
B	Non-Promoters Holding				
1	Institutions				
	Institutions (Domestic)	-	-	-	-
	Institutional (Foreign)	-	-	-	-
	Central Government/ State Government	-	-	-	-
	Sub-Total (B1)	-	-	-	-
2	Non- Institutional				
	Key Managerial Personnel	-	-	-	-
	Investor Education and Protection Fund (IEPF)	-	-	-	-
	Individuals - i. Individual-shareholders holding nominal share capital up to Rs. 2 lakhs.	11,99,648	37.98	11,99,648	3.62
	Individual - ii. Individual shareholders holding nominal share capital in excess of Rs. 2	2,51,069	7.95	3,02,51,069	91.23



	lakhs.				
	Non - Resident Indians (NRIs)	44,723	1.42	44,723	0.13
	Bodies Corporate	2,96,883	9.40	2,96,883	0.90
	Any Other	12,185	0.39	12,185	0.04
	Sub-Total (B2)	18,04,508	57.13	3,18,04,508	95.92
	Sub-Total (B=B1+B2)	18,04,508	57.13	3,18,04,508	95.92
C	Non - Promoter Non-Public Holding				
	Custodian/DR Holder	-	-	-	-
	Sub-Total (C)	-	-	-	-
	Grand Total (A + B + C)	31,58,400	100.00	3,31,58,400	100.00

** (1) The above shareholding pattern has been prepared on the basis of shareholding as on 25th March, 2026.*

** (2) The post preferential percentage of shareholding has been calculated assuming that all the Equity Shares allotted (3,00,00,000) to the proposed allottees as mentioned.*

Note: The Board of Directors of the Company have approved the preferential Issue and allotment to proposed allottees who presently do not belong to promoter & promoter group category. However, from the said Proposed allottees two of them i.e. (i) Ashu Jagmalaram Bishnoi and (ii) Mr. Yagnik Bharatkumar Tank (referred to as 'the Acquirer') have entered into a Share Purchase Agreement ('SPA') on 26th March, 2026 with the existing promoters and Promoter group for acquisition of 13,53,892 Equity Shares representing 42.87% of the existing fully diluted share capital of the Company. Additionally, the Acquirer is also being offered 2,35,00,000 equity shares (80,00,000 Equity Shares to Mr. Ashu Jagmalaram Bishnoi and 1,55,00,000 Equity Shares to Mr. Yagnik Bharatkumar Tank) through proposed preferential issue, together representing 74.96% of post preferential issue fully diluted share capital of the Company.

Pursuant to the SPA and the proposed preferential allotment, the Acquirers have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of the SEBI SAST Regulations. Post completion of the Open Offer, the Acquirers would be classified in the Promoter Category of the Company.

Accordingly, the revised post preferential shareholding pattern after completion of open offer process (including pre issue equity shares and Convertible warrants, equity shares to be acquired under SPA and preferential issue but excluding open offer Equity shares) will be as under:

Sr. No.	Category	Pre-Issue		Post-Issue*	
		No. of Shares	% of Capital	No. of Shares	% of Capital
A	Promoter & Promoter Group Holding				
1	Indian:				
	Individual / Hindu Undivided Family	9,94,166	31.48	2,44,94,166	73.87
	Bodies corporate	3,59,726	11.39	3,59,726	1.09
	Sub-Total	13,53,892	42.87	2,48,53,892	74.96
2	Foreign Promoters	-	-	-	-
	Sub-Total (A)	13,53,892	42.87	2,48,53,892	74.96

B	Non-Promoters Holding				
1	Institutions				
	Institutions (Domestic)	-	-	-	-
	Institutional (Foreign)	-	-	-	-
	Central Government/ State Government	-	-	-	-
	Sub-Total (B1)	-	-	-	-
2	Non- Institutional				
	Key Managerial Personnel	-	-	-	-
	Investor Education and Protection Fund (IEPF)	-	-	-	-
	Individuals - i. Individual-shareholders holding nominal share capital up to Rs. 2 lakhs.	11,99,648	37.98	11,99,648	3.62
	Individual - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	2,51,069	7.95	67,51,069	20.35
	Non - Resident Indians (NRIs)	44,723	1.42	44,723	0.13
	Bodies Corporate	2,96,883	9.40	2,96,883	0.90
	Any Other	12,185	0.39	12,185	0.04
	Sub-Total (B2)	18,04,508	57.13	83,04,508	25.04
	Sub-Total (B=B1+B2)	18,04,508	57.13	83,04,508	25.04
C	Non - Promoter Non- Public Holding				
	Custodian/DR Holder	-	-	-	-
	Sub-Total (C)	-	-	-	-
	Grand Total (A + B + C)	31,58,400	100.00	3,31,58,400	100.00

** (1) The above shareholding pattern has been prepared on the basis of shareholding as on 25th March, 2026.*

** (2) The post preferential percentage of shareholding has been calculated assuming that all the Equity Shares allotted (3,00,00,000) to the proposed allottees as mentioned.*

** (3) The existing Promoter and Promoter group are proposed to be reclassified as Public Shareholders after Open Offer.*

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

The allotment pursuant to the preferential issue of equity shares shall be completed within a period of fifteen (15) days from the date of approval of the members of the Company. However, in accordance with Regulation 170(3) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, where the proposed preferential issue attracts an obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the allotment shall be completed within a period of fifteen (15) days from the later of: (i) the expiry of the offer period as specified under sub-regulation (1) of Regulation 20 of the SEBI (Substantial



Acquisition of Shares and Takeovers) Regulations, 2011; or (ii) the date of receipt of all statutory and regulatory approvals required for completion of such open offer.

7. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control proposed allottee(s) of Equity Shares:

Sr. No.	Name of the Proposed Allottees	Category	Pre-Issue Holding		Post-Issue Holding*		Ultimate beneficial owners/ Entities who ultimately control proposed allottees of the warrants proposed to be allotted
			No. of Shares	%	No. of Shares	%	
1.	Ashu Jagmalaram Bishnoi	Currently-non promoter Post Open Offer Promoter	0	0.00	86,76,946**	26.17**	Not Applicable
2.	Yagnik Bharatkumar Tank	Currently-non promoter Post Open Offer Promoter	0	0.00	1,61,76,946**	48.79**	Not Applicable
3.	Rohankumar Hasmukhbhai Desai	Non-Promoter	0	0.00	30,00,000	9.05	Not Applicable
4.	Chhayaben Rohankumar Desai	Non-Promoter	0	0.00	30,00,000	9.05	Not Applicable
5.	Rameshbhai Shambhubhai Bhalala	Non-Promoter	0	0.00	5,00,000	1.51	Not Applicable

** The post preferential percentage of shareholding has been calculated assuming that all the Equity Shares allotted (3000000) to the Proposed Allottee as mentioned and Post Open Offer.*

*** Mr. Ashu Jagamalram Bishnoi and Mr. Yagnik Bharatkumar Tank - the Acquirer have entered into a Share Purchase Agreement ('SPA') on 26th March, 2026 with the existing promoters and Promoter group for acquisition of 13,53,892 Equity Shares (676946 Equity*



Shares acquired by Mr. Ashu Jagamalram Bishnoi and 676946 Equity Shares acquired by Mr. Yagnik Bharatkumar Tank)

8. The current and proposed status of the allottee(s) 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.	Ashu Jagmalaram Bishnoi	Currently - Non-Promoter	Post Open Offer-Promoter
2.	Yagnik Bharatkumar Tank	Currently - non-promoter	Post Open Offer-Promoter
3.	Rohankumar Hasmukhbhai Desai	Non-Promoter	Non-Promoter
4.	Chhayaben Rohankumar Desai	Non-Promoter	Non-Promoter
5.	Rameshbhai Shambhubhai Bhalala	Non-Promoter	Non-Promoter

9. Certificates and Valuation Report:

The Company has received Valuation Report dated 26th March, 2026 from Mr. Manish Santosh Buchasia, (IBBI REGISTERED VALUER) Registration No: IBBI/RV/03/2019/12235 having address at 306, "Gala Mart", Nr. SOBO Centre, South Bopal, Ahmedabad, Gujarat - 380058, Independent Registered Valuer.

The Company has also received a certificate from CS Bipin Makwana, Proprietor of Bipin L. Makwana, practicing Company Secretaries (Membership No: A15650, COP No. 5265), certifying that the Preferential Allotment is being made in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations, 2018. The Certificate also uploaded on company's website i.e. <http://www.kcsl.co.in/Pdf/CP/PCS%20Certificate%20for%20Compliance.pdf>

Further, the Company has also received the pricing certificate from CS Bipin Makwana, Proprietor of Bipin L. Makwana, practicing Company Secretaries (Membership No: A15650, COP No. 5265), as required for obtaining in-principal approval from the stock exchange under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. The Certificate also uploaded on company's website i.e. <http://www.kcsl.co.in/Pdf/CP/PCS%20Certificate%20for%20Valuation.pdf>

All these certificates and valuation report are available on the website of the Company i.e., www.kcsl.co.in and available for inspection at the registered office of the Company during office hours.

The PCS Certificate and Valuation Report are available on website of the Company i.e., <http://www.kcsl.co.in/CompanyPolice.aspx>

10. Relevant Date:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is Wednesday, 25th March, 2026 (As the relevant date falls on a Holiday i.e. 26th March 2026, the



preceding date is considered the relevant date), being the date 30 days prior to the date of this Extra-Ordinary General Meeting.

11. Pricing of the Issue:

The Equity Shares of the Company are listed on BSE Limited. The Equity Shares of the Company are infrequently traded in accordance with the SEBI ICDR Regulations. Therefore, the price is determined pursuant to Regulation 165. Further Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottees so the valuation as per Regulation 166A of the SEBI ICDR Regulations also calculated.

The Board has issued the Preferential Shares to proposed allottees at the price of Rs. 20/- (Rupees Twenty) has been determined taking into account the valuation report dated 26th March, 2026 issued by Mr. MANISH SANTOSH BUCHASIA (IBBI REGISTERED VALUER), Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2019/12235 and having his office 306, Gala Mart, Nr. SOBO Centre, South Bopal, Ahmedabad, Gujarat - 380058, in accordance with Regulation 165 and 166A of the SEBI (ICDR) Regulations.

The valuation report of the Registered Valuer can also be accessed on the Company's website at <http://www.kcsl.co.in/Pdf/CP/Signed%20Valuation%20Report>

12. The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below and there shall be change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

Sr. No.	Name of the Proposed Allottees	Category	Pre-Issue Holding		No. of Equity Shares proposed to be issued	Post-Issue Holding*	
			No. of Shares	%		No. of Shares	%
1.	Ashu Jagmalaram Bishnoi	Currently-non promoter Post Open Offer Promoter	0	0.00	80,00,000	86,76,946**	26.17**
2.	Yagnik Bhartkumar Tank	Currently-non promoter Post Open Offer Promoter	0	0.00	1,55,00,000	1,61,76,946**	48.79**
3.	Rohankumar Hasmukhbhai Desai	Non-Promoter	0	0.00	30,00,000	30,00,000	9.05
4.	Chhayaben	Non-	0	0.00	30,00,000	30,00,000	9.05



	Rohankumar Desai	Promoter					
5.	Rameshbhai Shambhubhai Bhalala	Non-Promoter	0	0.00	5,00,000	5,00,000	1.51

****(1) The post preferential percentage of shareholding has been calculated assuming that all the Equity Shares allotted (30000000) to the Proposed allottees as mentioned.***

***** (2) Mr. Ashu Jagmalaram Bishnoi and Mr. Yagnik Bharatkumar Tank - the Acquirer have entered into a Share Purchase Agreement ('SPA') on 26th March, 2026 with the existing Promoters and Promoter group for acquisition of 13,53,892 Equity Shares.***

Note: The Board of Directors of the Company have approved the preferential Issue and allotment to proposed allottees who presently do not belong to promoter & promoter group category. However, from the said Proposed allottees two of them i.e. (i) Ashu Jagmalaram Bishnoi and (ii) Mr. Yagnik Bharatkumar Tank (referred to as 'the Acquirer') have entered into a Share Purchase Agreement ('SPA') on 26th March, 2026 with the existing promoters and Promoter group for acquisition of 13,53,892 Equity Shares representing 42.87% of the existing fully diluted share capital of the Company. Additionally, the Acquirer is also being offered 2,35,00,000 equity shares (80,00,000 Equity Shares to Mr. Ashu Jagmalaram Bishnoi and 1,55,00,000 Equity Shares to Mr. Yagnik Bharatkumar Tank) through proposed preferential issue, together representing 74.96% of post preferential issue fully diluted share capital of the Company.

Pursuant to the SPA and the proposed preferential allotment, the Acquirers have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of the SEBI SAST Regulations. Post completion of the Open Offer, the Acquirers would be classified in the Promoter Category of the Company.

13. Lock-in Period:

The Equity Shares shall be subject to a lock-in for such period as specified under Regulation 167 of the SEBI ICDR Regulations.

14. Name and Address of the Valuer who performed valuation:

The Company has received Valuation Report dated 26th March, 2026 from Mr. Manish Santosh Buchasia (IBBI REGISTERED VALUER), Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2019/12235 and having his office 306, Gala Mart, Nr. SOBO Centre, South Bopal, Ahmedabad, Gujarat - 380058, in accordance with Regulation 165 and 166A of the ICDR Regulations.

The valuation report is available on the website of the Company i.e., <http://www.kcsl.co.in/Pdf/CP/Signed%20Valuation%20Report> and available for inspection at the registered office of the Company during office hours.

15. Recommendations and Voting Pattern of the committee of Independent Directors of the Company:

The committee of Independent Directors comprising of Mr. Kalpesh Anubhai Mehta and Ms. Meenu Maheshwari at their meeting held on 26th March, 2026 has considered the proposal to



make the preferential allotment of 3,00,00,000 Equity Shares to the proposed allottees. The committee has considered that the Issue price of Rs. 20/- has been determined by the Independent Registered Valuer in his Valuation Report as per Chapter V of SEBI (ICDR) Regulations after taking into consideration the relevant valuation parameters and provided justification for their assessments. The offer price also includes a control premium on account of change in control pursuant to the proposed preferential allotment and upon completion of the Open Offer. Thus, the committee is of the view that the Issue price and the proposed preferential allotment is fair and reasonable. The voting pattern of the said Committee meeting is as follows:

Sr. No.	Name of the Independent Director	Assent	Dissent
1.	Mr. Kalpesh Anubhai Mehta	√	-
2.	Ms. Meenu Maheshwari	√	-

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

During the year there has been no any allotment on preferential basis has made.

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

The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Shares under the Preferential Issue is for a cash consideration.

18. Principal terms of assets charged as securities:

There is no any assts charged as a Securities in the said Preferential Issue so the same is Not Applicable.

19. Appointment of Monitoring Agency:

The Issue size of the preferential Issue is below the Rs. 100 Cr., So the appointment of Monitoring Agency is Not Applicable.

20. Undertakings

- As per Regulation 163(1) (i) of SEBI ICDR Regulation, the Company, its directors or Promoters are not categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India.
- The company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid-up capital in the hands of the public.
- The Company is eligible to make the Preferential Issue to the Proposed Allottee under Chapter V of the ICDR Regulations.
- The Company shall re-compute the price of the Subscription Shares to be allotted under the Preferential Issue in terms of the provisions of SEBI ICDR Regulations if it is required to do so.
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Subscription Shares to be allotted under the



Preferential Issue shall continue to be locked-in till the time such amount is paid by the allottees.

- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- The Proposed Allottees have confirmed that:
 - a) they have not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.
 - b) they have not been debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.

They shall undertake to comply with the provision of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended (if applicable).

21. Other disclosures:

- The Company has obtained the report of the registered valuer as required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations, which is made available on the website of the Company at www.kcsl.co.in.
- None of the Company, its directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.
- None of the proposed allottee to whom Equity Shares are proposed to be allotted by this preferential issue had sold/transferred Equity Shares of the Company in the 90 trading days preceding the Relevant Date.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore, recommends the Special Resolution as set out Item No. 2 in the accompanying notice for your approval.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives are interested financially or otherwise, either directly or indirectly in passing of the said Resolution.

Item No. 03: Regularization of Appointment of Mr. Vinodkumar Bhanwer Singh (DIN: 10454743) as an Executive Director of the Company.

Mr. Vinodkumar Bhanwer Singh (DIN:10454743) was appointed as an Additional Director (Executive) by the Board of Directors of the Company with effect from 26th March, 2026, based on the recommendation of the Nomination and Remuneration Committee.

In terms of the provisions of Section 161 of the Companies Act, 2013, he holds office only up to the date of the ensuing General Meeting. The Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Vinodkumar Bhanwer Singh, to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution.



The Board recommends the resolution set out in Item No. 3 for the approval of the members by way of an Ordinary Resolution.

Item No. 04: To approve power to Borrow Funds pursuant to the provisions of Section 180(1) (C) of the Companies act, 2013, not exceeding Rs. 500 Crores:

As per Section 180(1)(C) of the Companies Act, 2013 read with Rules framed thereunder, the Company is required to obtain prior approval of the Members by way of Special Resolution for borrowing money when the money to be borrowed together with the money already borrowed by the Company exceeds the aggregate of the paid-up share capital and free reserves apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

Consent of the members is therefore sought to enable the Company to borrow money, with the limit as set out in the resolution.

The Board of Directors, therefore recommends the Resolution to be passed as Special Resolution by the members.

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

For & on Behalf of the Board
For, **Krishna Capital & Securities Ltd**

Sd/-

Ashok Agrawal
Chairman & Managing Director
DIN 00944735

Registered Office:
403, Mauryansh Elanza,
B/h. Parekh Hospital,
Shyamal Cross Road
Satellite,
Ahmedabad: 380015

Place: Ahmedabad
Date: 26/03/2026