

# WISEC GLOBAL LIMITED

Reg. Office: Office No 303, Plot No 6, 3rd Floor Vardhman Arihant Chamber Commercial Complex  
Block-KP, Pitampura, Delhi-110034

Email ID: wisecglobal@yahoo.com

CIN: L71100DL1991PLC046609

Website: www.wisecglobal.com

**Date: 6<sup>th</sup> September, 2025**

**To**  
**The Listing Department**  
**BSE Limited,**  
**25th Floor, Phiroze Jeejeebhoy Towers,**  
**Dalal Street Mumbai, Maharashtra - 400001**

**SUB: INTIMATION REGARDING BOOK CLOSURE, E-VOTING AND DATE OF ANNUAL GENERAL MEETING**

**Ref: Wisec Global Limited (Scrip Code: 511642)**

Dear Sir/Madam,

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we would like to inform you that the 34<sup>th</sup> Annual General Meeting of the Company is scheduled to be held on Tuesday, 30<sup>th</sup> September, 2025 at 11:00 A.M. at the registered office of the Company. The Annual Report has been submitted to Exchange under Regulation 34 of SEBI Listing Regulations.

Further, we wish to inform you that the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 27<sup>th</sup> day of September, 2025 till Tuesday, 30<sup>th</sup> day of September, 2025 (both days inclusive) for the purpose of the 34<sup>th</sup> Annual General Meeting of the company.

Furthermore, the company is providing the E-voting facility to its members which would enable them to cast their vote electronically. The facility is being provided through CDSL e-voting platform. The remote e-voting period commences on Saturday, 27<sup>th</sup> day of September, 2025 (9:00 A.M) and ends on Monday, the 29<sup>th</sup> day of September, 2025 (05:00 P.M). The remote e-voting module shall be disabled by CDSL for voting thereafter. Any person who is a member of the Company as on Tuesday, 23<sup>rd</sup> day of September, 2025 shall be entitled to vote through Remote E-voting.

In compliance with the applicable provisions and circulars, the Notice of the 34<sup>th</sup> Annual General Meeting along with the Annual Report 2024-25 including therein the Audited Financial Statements for the financial year ended on 31st March, 2025 together with the Reports of the Board and Auditors thereon will be sent only through electronic mode to

those members whose e-mail addresses are registered with the Registrar & Share Transfer Agent/Depositories. You are requested to take the above information on record.

Thanking You,

**FOR WISEC GLOBAL LIMITED**

**Afrin**

**Director**

**DIN: 10689215**

## **NOTICE OF 34<sup>th</sup> (Thirty Fourth) ANNUAL GENERAL MEETING OF THE COMPANY**

Notice be and is hereby given that the 34<sup>th</sup> (Thirty-Fourth) Annual General Meeting (“AGM”) of the Members of **Wisec Global Limited ('the Company')** will be held on Tuesday, **30<sup>th</sup> day of September, 2025** at **11:00 A.M. at the registered office of the Company situated at Office No. 303, Plot no. 6, 3<sup>rd</sup> Floor, Vardhman Arihant Chamber, Commercial Complex, Block-KP, Pitampura, Maurya Enclave, North West Delhi -110034** to transact the following business(es):

### **ORDINARY BUSINESS**

#### **ITEM NO. 1 - ADOPTION OF FINANCIAL STATEMENTS AND 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 Audited Financial Statements of the Company including the Balance Sheet as at March 31, 2025, the Statement of Profit & Loss, the Cash Flow Statement for the year ended as on that date and the reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted.”

#### **ITEM NO. 2- APPOINTMENT OF MS. AFRIN (DIN: 10689215) AS DIRECTOR LIABLE TO RETIRE BY ROTATION**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Afrin (DIN: 10689215), who retires by rotation and being eligible, offers herself for re-appointment be and is hereby re-appointed as Director of the Company liable to retire by rotation.”

### **SPECIAL BUSINESS**

#### **ITEM NO. 3- ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION OF COMPANY PURSUANT TO THE COMPANIES ACT, 2013**

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

**“RESOLVED THAT** pursuant to Section 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (**the “Act”**), provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such other necessary statutory approvals and modifications if any, the approval of the members of the Company be and is hereby accorded to approve and adopt new set of Memorandum of Association (**“MOA”**) of the Company in place of the existing MOA.

**RESOLVED FURTHER THAT** the existing 'Clause III(B)' i.e. “Objects Incidental or Ancillary to the attainment of Main Objects” containing sub-clause no. 1 to 32 and 'Clause III(C)' containing sub-clause

1 to 44 i.e., "Other Objects" be and are hereby stands replaced by New 'Clause III(B)' i.e. "Matters which are necessary for furtherance of the Objects specified in 'Clause III(A)' containing the sub-clause no. 1 to 33.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard."

**ITEM NO. 4- ALTERATION IN THE MAIN OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Section 13 of Companies Act, 2013, and other applicable provisions, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on the basis of approval of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to alter the Main Object Clause i.e. Clause-III(A) of Memorandum of Association ("MoA") of the Company by the way of adding the words and phrases *"including but not limited to fabrics, clothing, electronics, groceries, spices, fruits, vegetable, seeds, dry fruits, cosmetics, furniture, household items (utensils/ kitchen ware and equipment) and lifestyle products through retail outlets, stores, showrooms, and kiosks or through e-commerce platforms, marketplaces or the company's own digital storefront or mobile applications. Also to undertake marketing, advertising, branding, and promotional activities for the products and provide the services for warehousing, inventory management, logistics, packaging, and delivery services. And to provide consultancy for any of the above activities.* in Sub Clause-5 after the word "all kinds of goods"

**RESOLVED FURTHER THAT** subsequent to the alteration, the sub clause -5 shall be read as under:

5. To carry on the business of manufacturing, buying, selling, trading or otherwise dealing in textiles. cotton, silk, art silk, rayon, nylon, synthetic fibers, staple fibers, handlooms, polyester, worsted, wool, hemp and other fiber materials, yarn, cloth, linen. rayon and other goods or merchandise whether textile felted, netted or looped and/or ready-made garments, coverings, coated fabrics, textiles, hosiery, upholstery and silk or merchandise of every kind and description and to act as general merchants, agents, stockists, distributors and suppliers, of all kinds of goods, including but not limited to fabrics, clothing, electronics, groceries, spices, fruits, vegetable, seeds, dry fruits, cosmetics, furniture, household items (utensils/ kitchen ware and equipment) and lifestyle products through retail outlets, stores, showrooms, and kiosks or through e-commerce platforms, marketplaces or the company's own digital storefront or mobile applications. Also to undertake marketing, advertising, branding, and promotional activities for the products and provide the services for warehousing, inventory management, logistics, packaging, and delivery services. And to provide consultancy for any of the above activities.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be

required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

**ITEM NO. 5- ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY PURSUANT TO THE COMPANIES ACT, 2013**

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

“**RESOLVED THAT** pursuant to the provisions of Section 5, 14, 15 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (**the “Act”**), provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) (including any statutory modification(s) or reenactment thereof, for the time being in force) and subject to such other necessary statutory approvals and modifications if any, the new set of Articles of Association (**“AOA”**), be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company and for adoption of new set of Articles of Association.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

**ITEM NO. 6- RE-APPOINTMENT OF MR. RAKESH RAMPAL (01537696) AS WHOLE TIME DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196 and 203 read with all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and after receiving the recommendation from the Nomination & Remuneration Committee, the consent of members of the Company, be and is hereby accorded for re-appointment of Mr. Rakesh Rampal (DIN: 01537696) as Whole Time Director of the Company, for a period of 3 (Three) years w.e.f. 31st July, 2025, on such terms and conditions as set out in the explanatory statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment as it may deem fit.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 196(3) read with Schedule V and such other applicable provisions, if any, of the Act and the Rules (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the Company be and is hereby accorded for continuation of holding of office by Mr. Rakesh Rampal (DIN:

01537696), as a Whole Time Director of the Company has attained the age of 70 (Seventy) years, on the existing terms and conditions shall continue to remain in full force.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

**ITEM NO. 7- TO CONSIDER AND APPROVE BORROWING LIMITS OF THE COMPANY**

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

“**RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard (if any) and subject to the provisions of Section 180(1)(c) and other applicable provisions if any of the Companies Act, 2013 and relevant rules made thereto (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to fix the borrowing limits of the Company, from any Bank and/or other Financial Institution and/ or Indian/Foreign Lender and/or body corporate / entity/ entities/ Directors of the Company and/or authority/ authorities, as may be deemed appropriate by Board to an aggregate amount not exceeding Rs. 15,00,00,000/- (Rupees Fifteen Crores Only).

**RESOLVED FURTHER THAT** in supersession of all earlier resolutions passed in this regard and subject to Section 180(1)(a) and other applicable provisions if any of the Companies Act, 2013 and relevant rules made thereto (including any statutory modifications or re-enactments thereof, for the time being in force) the consent of the members of the Company be and is hereby accorded for the Board of Directors to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and /or creating a floating charge in all or any moveable or immovable properties of the Company and the whole of the undertaking of the Company to or in favor of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for due payment of the principal and/or together with interest, charges, cost expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by assets of the Company does not exceed a sum of Rs. 15,00,00,000/- (Rupees Fifteen Crores Only).

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

**ITEM NO. 8- TO ISSUE SECURED/UNSECURED, LISTED/UNLISTED REDEEMABLE NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 42 and 71 and other applicable provisions of the Companies Act, 2013 (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, including amendment(s), modification(s), variation(s) or re-enactment(s) thereto and other applicable guidelines as well as provisions of Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to issue Secured / Unsecured and/or Listed/ Unlisted Redeemable Non-Convertible Debentures (“NCD”) (in any combination thereof) for an aggregate value of up to INR 2,00,00,000/- (Indian Rupees Two Crores Only) on private placement basis in such form, manner, in one or more tranches, within such period, and upon such terms and conditions as may be decided by the Board of Directors of the Company or Committee thereof (hereinafter referred to as “the Board”), in its absolute discretion as may deem fit and proper.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid Resolution, the Board and/or Committee thereof, be and is hereby authorized to take such actions and to give all such directions, or to do all such acts, deeds, matters, and things as may be necessary or desirable in this regard, including but not limited to:

- finalize the detailed terms and conditions of the Debenture/ Bonds Issue, size of issue, tenor of issue, interest payment frequency, redemption dates, coupon rate, interest reset procedure, front end discount, redemption premium, arrangers fee, security with regard to secured Debentures;
- create security for the secured Debentures on movable and/or immovable assets forming common pool of assets of the Company on a pari-passu basis;
- print and issue Letter(s) of Allotment, etc.;
- delegate all or any of the above powers to the Managing Director or any other official of the Company to do any incidental acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

**ITEM NO. 9- APPOINTMENT OF SHAILENDRA ROY AND ASSOCIATES AS SECRETARIAL AUDITOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 24A read with the recent amendments in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions if any, and Section 179 and 204 and any other applicable provisions of the Companies Act, 2013, if any, and applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and after receiving the recommendation from the

Audit Committee, M/s Shailendra Roy and Associates (COP: 11738), Practicing Company Secretary Firm, be and is hereby appointed as Secretarial Auditor of the Company for a term of 5 (Five) consecutive years commencing from 1<sup>st</sup> April, 2025, at such fee as may be determined by the Board of Directors of the Company or any Committee of the Board, based on the recommendation of the Audit Committee.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

**By Order of the Board  
For Wisec Global Limited  
-Sd/-  
Rakesh Rampal  
Whole Time Director  
DIN: 01537696**

**Date: 4<sup>th</sup> September, 2025**

**Place: Delhi**

**Regd Off: Office no. 303, Plot no. 6, 3<sup>rd</sup> Floor, Vardhman Arihant Chamber, Commerical Complex, Block-KP, Pitampura, Maurya Enclave, North West Delhi-110034**

**CIN: L71100DL1991PLC046609**

**Email id: [wisecglobal@yahoo.com](mailto:wisecglobal@yahoo.com)**

**NOTES:**

- 1. NO GIFTS OF ANY KIND SHALL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING**
- 2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS HIS/HER PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. THE PROXY SHALL NOT BE ENTITLED TO SPEAK AT THE MEETING AND NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, IT SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percentage of the total share capital of the Company carrying voting rights. A member holding more than ten percentage of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The instrument appointing a proxy shall be in writing and be signed by the appointer or his/her attorney duly authorized in writing or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.

3. Statement under Section 102 of the Companies Act, 2013 ('the Act'), setting out the material facts concerning item Nos. 3 to 9 of the notice is annexed hereto.
4. If a Person is appointed as Proxy for more than 50 Members, he/she shall choose any 50 Members and confirm the same to the Company 24 hours before the commencement of the Meeting. In case, the Proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.
5. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the Board Resolution at the company's email id [wisecglobal@yahoo.com](mailto:wisecglobal@yahoo.com) authorizing their representative to attend and vote on their behalf at the Meeting.
6. Notice of AGM along with the Annual Report shall be dispatched to the shareholders, whose names appear in the Register of Members as on **Friday, 29<sup>th</sup> August, 2025**.
7. Relevant Documents referred to in the accompanying Notice and all other statutory documents will be made available for inspection in the physical mode from 10:00 A.M. to 12:00 Noon during the working days, except Saturday and Sunday.
8. Mr. Devender Singh (M. No: 76094 and CoP: 28056), Proprietor of M/s Devender Singh & Associates, a peer reviewed Practicing Company Secretary Firm, has been appointed as the Scrutinizer to scrutinize the e-voting process (remote as well as at the time of AGM) in a fair and transparent manner.
9. The Register of Members and Share Transfer Books of the Company shall remain closed from **Saturday, 27<sup>th</sup> September, 2025** till **Tuesday, 30<sup>th</sup> September, 2025** (both days inclusive).
10. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date i.e., **Tuesday, 23<sup>rd</sup> September, 2025**. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remote e-voting. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for e-voting as provided in Annexure-1 to the notice
11. The Results of voting will be declared within 2 (two) working days from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The Company shall simultaneously forward the results to Bombay Stock Exchange [BSE], where the equity shares of the Company are listed.
12. Members, Proxies and Authorized Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, as duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
13. Attendance slip, proxy form, Polling Paper and the route map having the prominent landmark of the venue of the AGM as required under Secretarial Standards on the General Meeting is annexed herewith to the Notice.
14. Members holding shares in dematerialized form are requested to intimate all changes pertaining to

their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents, Alankit Assignments Limited ("the RTA") to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the RTA.

15. 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 the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Alankit Assignments Private Limited (RTA of the Company).
16. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.
17. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.
18. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
19. Members seeking any information with regard to the accounts, are requested to write to the Company at its email id: [wisecglobal@yahoo.com](mailto:wisecglobal@yahoo.com) on or before **Tuesday, 23<sup>rd</sup> September, 2025**, so as to enable the Management to keep the information ready at the AGM.
20. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13.
21. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
22. In conformity with Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and other applicable regulatory requirements, the Notice of AGM and the Annual Report and Annual Accounts for the Financial Year ended 31st March, 2025 are being sent through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Further, a letter specifying the weblink including the exact path where the Notice of AGM and Annual Report is available has been sent to those members whose email address has not been registered with Company or with the Depositories.
23. Members are requested to: -
  - a) bring the Attendance Slip at the venue duly filled-in and signed for attending the meeting, as entry to the AGM Place will be strictly on the basis of the Entry Slip available at the counters at the meeting

venue in exchange of the attendance Slip;

- b) quote their Folio / Client ID & DP ID Nos. in all correspondence with the Company / R&TA;
- c) As mandated by the Securities and Exchange Board of India (“SEBI”), securities of the Company can be transferred / traded only in dematerialised form. Members holding shares in physical form are advised to avail the facility of dematerialisation.

**24.** In compliance with 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 and Disclosure Requirements) Regulations, 2015 (as amended), and Secretarial Standards-2 on General Meetings issued by ICSI, the Company is offering e-voting facility to the shareholders to enable them to cast their votes electronically on the items mentioned in the Notice. The e-voting services provided by NDSL on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

**25.** The facility for voting through polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.

**26.** The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

**27.** The Notice of the 34<sup>st</sup> (Thirty Fourth) Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with Attendance Slip and Proxy Form can be downloaded from the link provided.

**28.** **The e-voting period commences on Saturday, 27<sup>th</sup> September, 2025 (9:00 A.M.) and ends on Monday, 29<sup>th</sup> September, 2025 (5:00 P.M.).** During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

**29.** The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date** i.e., **Tuesday, 23<sup>rd</sup> September, 2025**. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., **Tuesday, 23<sup>rd</sup> September, 2025**.

**30.** The members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

**31.** The instructions for Remote E-Voting are enclosed herewith and marked as **Annexure-1**.

**32. General Guidelines for shareholders:** Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail [csdevpatel@gmail.com](mailto:csdevpatel@gmail.com) to with a copy marked to [wisecglobal@yahoo.com](mailto:wisecglobal@yahoo.com)

The Chairperson shall, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 3**

The existing Memorandum of Association (“MOA”) of the Company is based on the erstwhile Companies Act, 1956. The Adoption of new set of MOA is necessary to bring the existing MOA in line with the new Companies Act, 2013 (the “new Act”).

The other/ancillary object clause of the existing MOA needs to be re-aligned as per Table A of Schedule I of the new Act. The Board at its meeting held on 4th September, 2025 has approved the adoption of new set of Memorandum of Association of the Company.

A copy of the proposed set of new MOA of the Company would be available for public inspection at the registered office of the Company up to the date of the Annual General Meeting (“AGM”).

Your Board recommends the Special resolution as set out in Item No. 3 for your approval.

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

**ITEM NO. 4**

The Board of Directors considered and approved to add certain new business activities and consequently the Company is altering its main objects, thereby, the Board has proposed to alter Clause III(A) of the Memorandum of Association by way of adding the words and phrases *“including but not limited to fabrics, clothing, electronics, groceries, spices, fruits, vegetable, seeds, dry fruits, cosmetics, furniture, household items (utensils/ kitchen ware and equipment) and lifestyle products through retail outlets, stores, showrooms, and kiosks or through e-commerce platforms, marketplaces or the company’s own digital storefront or mobile applications. Also to undertake marketing, advertising, branding, and promotional activities for the products and provide the services for warehousing, inventory management, logistics, packaging, and delivery services. And to provide consultancy for any of the above activities in Sub Clause-5 after the words “all kinds of goods”*

Draft amended copy of the memorandum of Association of the company is available at the registered office of the Company for inspection during business hours till the date of the meeting.

Your Board recommends the Special resolution as set out in Item No. 4 for your approval.

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

#### **ITEM NO. 5**

The existing Articles of Association ("AOA") of the Company are based on the provisions of the Companies Act, 1956 (the "erstwhile Act") and several regulations in the existing AOA contained reference to specific sections of the erstwhile Act and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (the "new Act").

In order to bring the existing AOA of the Company in line with the provisions of the new Act, the Company will have to make numerous changes in the existing AOA. It is therefore considered desirable to adopt a comprehensive new set of Articles of Association of the Company (new Articles) in substitution of and to the exclusion of the existing AOA.

The Board at its meeting held on 4<sup>th</sup> September, 2025 has approved the adoption of new set of Articles of Association of the Company

Your Board recommends the Special resolution as set out in Item No. 5 for your approval.

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

#### **ITEM NO. 6**

Mr. Rakesh Rampal (DIN: 01537696), was appointed as a Managing Director of the Company for a period of 3 years from 31<sup>st</sup> July, 2025 to 30<sup>th</sup> July, 2028. Mr. Surender Kumar Jindal is Whole Time Director of Company since its year 1999 and possesses knowledge and experience in the business activity of the Company and will play important role in success of Company in future too, thus, Nomination and Remuneration Committee and Board of Directors recommend to appoint him as a Whole Time Director of the Company by passing Special Resolution under the provisions of Sections 196, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof) read with Schedule V of the Companies Act, 2013, and hence the matter is put for the approval of the members of the Company at Annual General Meeting for appointment of Mr. Rakesh Rampal (DIN: 01537696), for period of 3 (Three) consecutive years effective from 31<sup>st</sup> July, 2025 to 30<sup>th</sup> July, 2028. Mr. Rakesh Rampal (DIN: 01537696), has attained the age of 70 years, hence, the company seeks consent of the members by way of Special Resolution for continuation of his holding of existing office as a Whole Time Director even after attaining the age of 70 years during his current term of appointment under the provisions of Section 196(3) (a) of the Companies Act, 2013 and the resolution for same is also included in Item No. 6 in the Annual General Meeting and the Board therefore recommends the Special Resolution for your approval.

Your Board is of the opinion that considering the experience of Mr. Rakesh Rampal (DIN: 01537696), his re-appointment as Whole Time Director will be beneficial to the Company. He is an enthusiastic professional having rich experience of Administration and Finance.

The terms and conditions and the tenure of his appointment is mentioned in the draft letter of re-appointment placed before the meeting approved by the Board of Directors, held on 4<sup>th</sup> September, 2025.

Your Board recommends the Special resolution as set out in Item No. 6 for your approval.

Except Mr. Rakesh Rampal including his relatives, none of the other Directors, Key Managerial Personnel and their respective relatives are in anyway concerned or interested, financially or otherwise, in this resolution.

#### **ITEM NO. 7**

Keeping in view the Company' existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may from time to time raise funds from various Banks and/ or Financial Institutions and/ or any other lending institution and/ or Bodies Corporate and/ or Directors of the Company or such other persons/ individuals, as may be considered fit, which together with the moneys already borrowed by the Company (business). Hence it is proposed to fix the maximum borrowing limits upto Rs. 15,00,00,000/- (Rupees Fifteen Crores).

Pursuant to Section 180(1) (c) of the Companies Act 2013, the Board of Directors cannot borrow more than the aggregate amount of paid up capital of the Company and its free reserves at any time except with the consent of the members of the Company in the general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company.

Further Section 180(1) (a) of the Companies Act 2013, provides for power to sell or otherwise dispose of the whole or substantially whole of the undertaking of the Company subject to approval of members of the Company in the general meeting, upto a limit of Rs. 15,00,00,000/ (Rupees Fifteen Crores).

Your Board recommends the Special resolution as set out in Item No. 7 for your approval.

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

#### **ITEM NO.8**

In terms of Section 42, 71 and other applicable provisions of the Companies Act, 2013 as well as the relevant Rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, private placement of debt securities is permitted subject to prescribed disclosures and approval of Members by a Special Resolution.

The Company is mobilizing funds for its ongoing operations, by issue of Secured Listed Non-Convertible Debentures and/or Secured Unlisted Non-Convertible Debentures and/or Unsecured Listed Non-Convertible Debentures and/or Unsecured Unlisted Non-Convertible Debentures on a private placement basis. Pursuant to this, approval of the Members is requested for a Special Resolution for making offer(s) or invitation(s) for the issue of the above mentioned Non-Convertible Debentures ("NCD") upto an amount of INR 2,00,00,000/- (Indian Rupees Two Crores Only) in single or multiple tranches on a private placement basis.

Also, it is requested to authorize the Board of Directors of the Company (including any Committee of the Board) to issue NCDs or debt instruments from time to time. The Board of Directors of the Company recommend the resolution for approval of the Members

Your Board recommends the Special resolution as set out in Item No. 8 for your approval.

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

#### **ITEM NO. 9**

Pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and provisions of Section 204 of the Companies Act, 2013 ("Act") and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules"), the Audit Committee and the Board of Directors at their respective meetings held on 11<sup>th</sup> August, 2025, have recommended and approved the appointment of M/s Shailendra Roy and Associates, (Peer Review No. 3605/2023), Practicing Company Secretary Firm as the Secretarial Auditor of the Company on the following terms and conditions:

- a. Term of appointment:** For a term of 5 (Five) consecutive years from 1<sup>st</sup> April, 2025 to 31<sup>st</sup> March, 2030.
- b. Proposed Fees:** Fee as may be determined by the Board of Directors of the Company or any Committee of the Board, based on the recommendation of the Audit Committee plus applicable taxes and reimbursement of out-of-pocket expenses on actual.
- c. Basis of recommendation:** The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI Listing Regulations. While recommending the Board of Directors have also considered, experience of the individual, capability, independent assessment, audit experience and also evaluation of the quality of audit work done by him in the past.
- d. Brief profile of Secretarial Auditor:** M/s Shailendra Roy and Associates is a peer reviewed and a well established firm of Practicing Company Secretaries/ Practicing Company Secretary Firm, registered with the Institute of Company Secretaries of India, New Delhi. M/s Shailendra Roy and Associates specializes in compliance audit and assurance services, advisory and representation services, and transactional services and he is having rich experience in corporate laws, SEBI laws etc.

Furthermore, pursuant to Regulation 24(1A) and 24(1B) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, M/s Shailendra Roy and Associates has confirmed that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. They have also confirmed that they are not disqualified from being appointed as Secretarial Auditors and they have no conflict of interest. Further, they have furnished a declaration that they have not taken up any prohibited assignments as specified by the Board of Directors in this behalf.

Your Board recommends the Ordinary Resolution as set out in Item No. 9 for your approval.

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

**ANNEXURE A TO THE EXPLANATORY STATEMENT**

**DISCLOSURE PURSUANT TO THE REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARDS-2 ON GENERAL MEETINGS (SS-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ('ICSI')), INFORMATION IN RESPECT OF THE RE-APPOINTMENT OF DIRECTOR IS PROVIDED HEREIN BELOW**

<b>Name of the Director</b>	Ms. Afrin	Mr. Rakesh Rampal
<b>DIN</b>	10689215	01537696
<b>Date of Birth/Age</b>	14 <sup>th</sup> February, 2002	14 <sup>th</sup> May, 1953
<b>Qualification(s)</b>	Graduate	Graduate
<b>Nature of Expertise in specific functional areas and Brief Resume</b>	She is a graduate in commerce and she is young enthusiastic professional with is ready to take up management responsibility of company	Mr. Rakesh Rampal is graduate and an enthusiastic professional having rich experience of Administration and Finance.
<b>Terms &amp; Conditions of appointment/ reappointment</b>	As may be agreed by the board and her term shall be liable to retire by rotation.	Mr. Rakesh Rampal has been re-appointed as Whole Time Director (Executive) of the company for a period of 3 years effective from 31* July, 2025 up to 30th July, 2028 (both days inclusive)
<b>Remuneration last drawn (sitting fees and commission)</b>	N.A.	N.A.
<b>Remuneration proposed to be paid</b>	N.A.	NA.
<b>Date of First Appointment</b>	29 <sup>th</sup> June, 2024	1 <sup>st</sup> January, 1999
<b>Shareholding: In the Company In the listed entity, including shareholding as a beneficial owner</b>	N.A.	NA
<b>Relationship with other Directors (or inter-se), Manager and other Key Managerial Personnel of the Company</b>	N.A.	N.A.
<b>Number of Board meetings held and attended during the FY 24-25</b>	7/7	9/9
<b>Other Directorships, Membership/ Chairmanship of Committees of other Boards</b>	Directorship: 0 Membership: 0 Chairmanship:0	Directorship: 3 Membership: 0 Chairmanship:0
<b>names of listed entities in</b>	N.A.	N.A.

<b>which the person also holds the directorship and the membership of Committees of the board</b>		
<b>listed entities from which the person has resigned in the past three years</b>	N.A.	N.A.
<b>In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	N.A.	N.A.

**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)** Remote e-voting period shall commence on **Saturday, 27<sup>th</sup> September, 2025** and end on **Monday, 29<sup>th</sup> September, 2025** (both days inclusive). During this period, Members of the Company holding shares either in physical or dematerialized form as on the **Cut-off date**, i.e. **Tuesday, 23<sup>rd</sup> September, 2025** (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants), may cast their vote electronically, in respect of the resolution as set out in this Notice only through the remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii)** During the remote e-voting period, Members can login at CDSL e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.
- (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)** Pursuant to 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 e-mail id in their demat accounts in order to access e-voting facility.  
Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	<p>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p>
	<p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<p>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS</p>

	<p>“Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</b>	<p>4) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

**(v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"><li>• 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.</li></ul>
Dividend Bank Details <b>OR</b> 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"><li>• 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.</li></ul>

- (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 of the Company for Wisec Global Limited i:e, **250905071**

- (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](http://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](mailto: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](mailto: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.
  - Alternatively Non Individual shareholders are required 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; [wisecglobal@yahoo.com](mailto:wisecglobal@yahoo.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**ATTENDENCE SLIP  
WISEC GLOBAL LIMITED**

**Regd. Off: Office No. 303, Plot No. 6, 3<sup>rd</sup> Floor, Vardhman Arihant Chamber, Commercial  
Complex, Block-KP, Pitampura,  
CIN- L71100DL1991PLC046609  
E-mail: wisecglobal@yahoo.com,**

**34<sup>th</sup> (THIRTY FOURTH) ANNUAL GENERAL MEETING OF WISEC GLOBAL LIMITED  
Tuesday, 30<sup>th</sup> September, 2025**

Members are requested to bring copy of Notice of 34<sup>th</sup> Annual General Meeting along with them to the Annual General Meeting. Please complete this Attendance Slip and hand-over at the Entrance of Hall. Only Members or their Proxies are entitled to be present at the Meeting.

**Name of the Shareholder:**

**Ledger Folio No./Demat Account No.:**

**Address:**

**No. of Shares held:**

**Name of the Proxy:**

I/We hereby record my/ our presence at the 34<sup>th</sup> (Thirty-Fourth) Annual General Meeting of the Company held on Tuesday, 30<sup>th</sup> September, 2025

Date:

Place:

Member's / Proxy's Signature

**FORM NO. MGT- 12****BALLOT PAPER**

*[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]*

**Name of the Company: Wisec Global Limited****Registered Office: Office No. 303, Plot No. 6, 3<sup>rd</sup> floor, Vardhman Arihant Chamber, Commercial Complex, Block-KP, Pitampura, Maurya Enclave, Delhi- 110034****BALLOT PAPER**

S. No.	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of the Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	Adoption of Financial Statements and Reports of the Board of Directors and Auditors thereon for the financial year ended 31 <sup>st</sup> March 2025.			
2.	Appointment of Ms. Afrin (DIN: 10689215) as director liable to retire by rotation.			
3.	Adoption of new set of Memorandum of Association of Company pursuant to the Companies Act, 2013.			
4.	Alteration in the main objects clause of the Memorandum of Association of the Company.			
5.	Adoption of new set of Articles of Association of company pursuant to the Companies Act, 2013.			
6.	Re-appointment of Mr. Rakesh Rampal (DIN: 10537696) as Whole Time Director of the Company.			
7.	To consider and approve borrowing limits of the Company.			
8.	To issue secured/unsecured, listed/unlisted redeemable non-convertible debentures on private placement basis.			
9.	Appointment of M/s Shailendra Roy and Associates as Secretarial Auditor of the Company for 5 consecutive financial year.			

**Place:****Date:****(Signature of the shareholder\*)**

(\*as per Company records)

**Form No. 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]**

**CIN:** L71100DL1991PLC046609

**Name of the Company:** WISEC GLOBAL LIMITED

**Registered office:** Office No: 303, Plot No 6, 3<sup>rd</sup> Floor, Vardhman Arihant Chamber, Commercial Complex, Block KP, Pitampura, Maurya Enclave, Delhi -110034

Name of the member(s):
Registered address:
Email ID:
Folio No./ DP ID and Client ID:

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

1. Name: .....  
Address:  
Email Id:  
Signature: ....., or failing him
2. Name: .....  
Address:  
Email Id:  
Signature: .....,

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty Fourth Annual General Meeting of the Company to be held on Tuesday, 30<sup>th</sup> September, 2025 at 11:00 A.M. at Office No: 303, Plot No 6, 3<sup>rd</sup> Floor, Vardhman Arihant Chamber, Commercial Complex, Block KP, Pitampura, Maurya Enclave, Delhi -110034 and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Resolution No.</b>	<b>Particulars</b>
1.	Adoption of Financial Statements and Reports of the Board of Directors and Auditors thereon for the financial year ended 31 <sup>st</sup> March 2025.
2.	Appointment of Ms. Afrin (DIN: 10689215) as Director liable to retire by rotation.
3.	Adoption of new set of Memorandum of Association of Company pursuant to the Companies Act, 2013.
4.	Alteration in the main objects clause of the Memorandum of Association of the Company.
5.	Adoption of new set of Articles of Association of company pursuant to the Companies Act, 2013.
6.	Re-appointment of Mr. Rakesh Rampal as Whole Time Director of the Company.
7.	To consider and approve borrowing limits of the Company.
8.	To issue secured/unsecured, listed/unlisted redeemable non-convertible debentures on private placement.
9.	Appointment of M/s Shailendra Roy and Associates as Secretarial Auditor of the Company for 5 consecutive financial years.

Signed this ..... day of .....2025

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Affix Re 1  
Revenue  
Stamp

**Note: This proxy form 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.**

# WISEC GLOBAL LIMITED

Route map to Venue of AGM to be held on 30<sup>th</sup> September, 2025

