

# Filmcity Media Limited

Regd. Office: A/511, Royal Sands Chs Ltd., Shastri Nagar, Andheri West, Mumbai - 400053  
M. No. 9987008484, E-mail : filmcitym@gmail.com CIN : L99999MH1994PLC077927

Date: March 16, 2026

To,  
The Manager,  
Listing Department,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400 001

**Scrip Code: 531486**

**Subject: Intimation regarding Notice of Postal Ballot**

**Reference: Regulation 30 and 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)**

Dear Sir/ Madam,

With reference to the captioned subject and pursuant to regulation 30 of SEBI Listing Regulations, we are enclosing herewith a copy of the Postal Ballot Notice (“Notice”) dated March 13, 2026 along with explanatory statement for seeking approval of the Members on the special business as contained in the Notice through electronic voting (remote e-voting).

In accordance with the applicable circulars issued by Ministry of Corporate Affairs (“MCA Circular”), this Notice is sent through electronic mode only to those members whose names appear in the Register of Members/ list of Beneficial Owners maintained by the Company/ Registrar and Transfer Agent (“RTA”) / Depositories, as on Friday, March 13, 2026 (“Cut-Off date”) and whose email addresses are registered with the Company/ RTA/ Depositories as on the Cut-Off date.

The Company has availed the services of NSDL (National Services Depository Limited), for facilitating remote e-voting to enable the Members to cast their votes electronically. The remote e-voting period commence on Tuesday, March 17, 2026 (09:00 A.M. IST) and end on Wednesday, April 15, 2026 (5.00 P.M. IST) (both days inclusive). The remote e-voting module shall thereafter be disabled.

The said notice is also made available on the website of the Company at [www.filmcitym.com](http://www.filmcitym.com),

You are requested to kindly take the same on your records.

Thanking you,  
Yours faithfully,  
**For Filmcity Media Limited**

**Raksha Kumari**  
**Company Secretary & Compliance Officer**  
**Membership No. 46084**





**FILMCITY MEDIA LIMITED**

**CIN: L99999MH1994PLC077927**

**Registered Office:** A/511, Royal Sands Chs Ltd, Shastri Nagar,  
Andheri (West), Mumbai, Maharashtra – 400053, India

**Email:** [filmcitym@gmail.com](mailto:filmcitym@gmail.com) | **Website:** [www.filmcitym.com](http://www.filmcitym.com)

## **NOTICE OF POSTAL BALLOT**

*(NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013, READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014)*

**NOTICE** is hereby given to the Members of Filmcity Media Limited (**“the Company”**), pursuant to Sections 108 and 110 of the Companies Act, 2013 (**“the Act”**) read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014 as amended (**“Management and Administration Rules”**) read with General Circulars Nos. 14/2020 dated April 08, 2020, 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 respectively and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (**“MCA Circulars”**), Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**“Listing Regulations”**) and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Resolution as set out hereunder in this Notice is proposed for approval by the Members of the Company by means of Postal Ballot through voting by electronic means only (**“remote e-voting”**).

An Explanatory Statement pursuant to Sections 102 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. As per the MCA Circulars and SEBI circulars issued in this regard, the Company is sending Postal Ballot Notice along with e-voting instructions (the **“Notice”**) only by way of e-mail to all its Members who have registered their email addresses with the Company or depository(ies)/ depository participants and the communication of assent / dissent of the Members on the Resolution proposed in the Notice will only take place through the remote e-voting system. The remote e-voting period commences from **9.00 A.M. (IST) on Tuesday, March 17, 2026, and ends at 5.00 P.M. (IST) on Wednesday, April 15, 2026.**

The Company has appointed M/s A. K. Choudhary & Associates (Membership No. F12691 & CP No. 21297), Practicing Company Secretary to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by the Chairman, and the results of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting. The results declared along with the Scrutinizer’s Report shall be communicated in the manner provided in this Postal Ballot Notice.

In accordance with the provisions of Sections 108 and 110 of the Act read with the Rules and Regulation 44 of the Listing Regulations, the Company has engaged the services of the NSDL e-Voting system to provide remote e-voting facility. The procedure for remote e-voting is detailed in the Notes of this Notice. Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on Wednesday, April 15, 2026. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The said results along with the Scrutinizer’s Report would be intimated to BSE Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company’s website [www.filmcitym.com](http://www.filmcitym.com).

**SPECIAL BUSINESS:****Item No. 1****TO CONSIDER, DISCUSS AND APPROVE ALTERATION OF THE MAIN OBJECT CLAUSE (III) (A) OF THE MEMORANDUM OF ASSOCIATION**

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

**“RESOLVED THAT**, pursuant to the provisions of Section(s) 13 and 15 and all other applicable provisions, if any, of the Companies Act 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force), or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the appropriate regulatory and statutory authorities, consent of the members be and is hereby accorded to alter/amend the existing Main Object Clause by adding the same with the following new clause as “clause 4”:

To carry on the business of builders, contractors, erectors, constructors of buildings, houses, apartment structures or residential, office, industrial, institutional or commercial or developers of co-operative housing societies, developers of housing schemes, townships, holiday resorts, hotels, motels and in particular preparing of building sites, constructing, reconstructing, erecting, altering, improving, enlarging, developing, decorating, furnishing and maintaining of structures, flats, houses, factories, shops, offices, garages, warehouses, buildings, works, workshops, hospitals, nursing homes, clinics, godowns and other commercial educational purposes and conveniences to purchases for development, houses buildings, structures and other properties of any tenure and any interest thereto and purchase, sell and deal in freehold and leasehold land and in purchase, sell, lease, hire, exchange or otherwise deal in land and house's property and other property whether real or personal and to turn the same into account as may seem expedient and to carry on business as developers and land buildings, immovable properties and real estates by constructing, reconstructing, altering, improving, decorating, furnishing, and maintaining offices, flats, houses, factories warehouse, shops, wharves buildings works and conveniences and by consolidating, connecting and subdividing immovable properties and by leasing and disposing off the same.

The Company intends to promote and distribute various financial products and services, facilitating informed investment decisions for clients and its own funds in equity, debt, mutual fund products.

**RESOLVED FURTHER THAT**, any Directors of the Company or the Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including modification, amendment, filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

**Item No. 2****APPOINTMENT OF MR. PRABHAT MODI (DIN: 08193181), AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to Section 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and Regulation 17(1C) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time and all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications and the applicable provisions of the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors, Mr. Prabhat Modi (DIN: 08193181), who was appointed as an Additional Director, (Non-executive Non-Independent Director) of the Company by the Board of Directors for a period of Five (5) year with effect from March 13, 2026 under Section 161(1) of the Act and in respect of whom the Company has received notice in writing under Section 160 of the Act, from a member, proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Prabhat Modi (DIN: 08193181), shall be entitled to receive sitting fees for attending the meetings of Board and its Committees within the overall limits prescribed under the Act and, as recommended by the Nomination and Remuneration Committee and approved by the Board from time to time.

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit including the filing of necessary forms and returns with the Registrar of Companies (RoC) and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.”

### **Item No. 3**

### **ISSUANCE OF 1,90,00,000 EQUITY SHARES TO THE PERSONS BELONGING TO “PROMOTER & PROMOTER GROUP AND NON-PROMOTER” CATEGORY ON PREFERENTIAL BASIS.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the **“the Act”**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under [including any statutory modification(s) thereto or re-enactment thereof for the time being in force], enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with BSE Limited where the shares of the Company are listed (**“BSE”/ “Stock Exchange”**), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**“SEBI”**), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), as amended, SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (**“Takeover Regulations”**) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot,

on a preferential basis of up to **1,90,00,000 (One Crore Ninety Lakh) Equity Shares of face value of Re. 1/- (Rupee One Only) each, at an issue price of Re. 1/- (Rupee One Only) per Equity Share** determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, for cash, for an aggregate amount of **Rs. 1,90,00,000/- (Rupees One Crore Ninety Lakh Only)** on such terms and conditions as may be finalized by the Board of Directors, to the below-mentioned persons belonging to the “Promoter & Promoter Group and Non-Promoter” category (“**Proposed Allottees**”), in the manner as follows:

Sr. No.	Name of the proposed allottees	Category	No. of Equity Shares proposed to be issued and allotted (up to)
1.	PMC Fincorp Limited	Promoter & Promoter Group	70,00,000
2.	Puneet Arora	Non-Promoter	95,00,000
3.	EPS Fin-Vest Private Limited	Non-Promoter	25,00,000
	<b>TOTAL</b>		<b>1,90,00,000</b>

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the ‘Relevant Date’ for the purpose of determining the minimum issue price of Equity Shares proposed to be allotted to the above mentioned allottees shall be **Monday, March 16, 2026** i.e. being the date, which is 30 days prior to the last date of e-voting (i.e. Wednesday, April 15, 2026).

**RESOLVED FURTHER THAT** aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- a) The Equity shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- b) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any Regulatory Authority (including, but not limited to BSE, and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- c) The entire pre-preferential equity shareholding of the Proposed Allottees, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
- d) The Equity Shares to be allotted shall be subject to locked in for such period as specified in the provisions of Chapter V of SEBI ICDR Regulations and any other applicable law for the time being in force.
- e) The Equity Shares to be issued & allotted to the Proposed Allottees pursuant to the Preferential Issue shall be listed and traded on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
- f) The Equity shares to be offered/issued and allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.
- g) The Proposed Allottees shall, on or before the date of allotment of equity shares, pay an amount equivalent to 100% of the consideration for the Equity Shares to be allotted in line with the requirements of Regulation 169(1) of the SEBI ICDR Regulations.

- h) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottees.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of directors of the Company and Ms. Raksha Kumari, Company Secretary & Compliance Officer of the Company and Committee of the Board of Directors be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation circulation of the Private Placement Offer Letter in Form PAS-4 as prescribed under the Act, to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

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

**RESOLVED FURTHER THAT** all actions taken by the Board or Committee duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**By order of the Board of Directors  
For Filmcity Media Limited**

**Date: March 13, 2026  
Place: Mumbai, Maharashtra**

**Sd/-  
Raksha Kumari  
Company Secretary & Compliance Officer  
Membership No. 46084**

**NOTES:**

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), in respect of the Special Businesses detailed above and the relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment are also part of this Notice.
2. In compliance with MCA Circulars, the Notice is being sent only by electronic mode to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company and as received from National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (‘Depositories’) as on Friday, March 13, 2026 (cut-off date) and whose e-mail IDs are registered with the Company / Depositories. A person who is not a member as on the (cut-off date) should treat this Notice of Postal Ballot for information purposes only.

3. In accordance with the MCA Circulars, physical copies of the Notice are not being sent to Members. The Members will have the option to vote only through remote e-Voting and voting through physical ballot papers will not be provided.
4. In compliance with provisions of section 108 and 110 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the members of the Company as on the cut-off date. For this purpose, the Company has entered into an agreement with NSDL to facilitate e-voting to enable the members to cast their votes electronically
5. 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 fixed for the purpose.
6. Members may note that the Notice of Postal Ballot will also be available on the Company's website at [www.filmcitym.com](http://www.filmcitym.com) and on websites of the Stock Exchanges where equity shares of the Company are listed i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) , and on NSDL website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. All documents referred to in the Notice and Explanatory statement shall be available for inspection through electronic mode until the last day of remote e-voting, basis request being sent on [filmcitym@gmail.com](mailto:filmcitym@gmail.com) mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self attested copy of their PAN card attached to the email.
8. The postal ballot e-voting schedule as under:

Commencement of voting (Start date)	Close of voting (End date)	Results announcement date
Tuesday, March 17, 2026, at 9.00 a.m. IST	Wednesday, April 15, 2026, at 5.00 p.m. IST	On or before Friday, April 17, 2026

9. The Board of Directors has appointed M/s. A. K. Choudhary & Associates, Company Secretaries, (Membership No. F12691 & CP No. 21297) as the Scrutinizer to scrutinize the e-voting and remote e-voting process in a fair and transparent manner.
10. The Scrutinizer will submit his report to the Chairperson or any other person authorized by him after completion of the scrutiny and the results of e-voting by Postal Ballot will be announced on or before Friday, April 17, 2026. The resolution, if passed by requisite majority shall be deemed to have been passed on Friday, April 17, 2026, being the last date specified by the Company for remote e-voting.
11. The declared results along with the Scrutinizer's Report shall be forwarded to the BSE Limited and shall be uploaded on the website of the Company i.e., [www.filmcitym.com](http://www.filmcitym.com) and website of NSDL at <https://www.evoting.nsdl.com/>.
12. The instructions for shareholders for e-voting are as under:
  - a) Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, evoting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
  - b) Members are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility
  - c) Method of login for Individual Members holding the securities in demat mode:

**The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:**

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsd.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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. 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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. 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>2. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>3. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

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. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. 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 to [csakchoudhary@gmail.com](mailto:csakchoudhary@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice-President, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: [evoting@nsdl.com](mailto:evoting@nsdl.com) or at telephone no. 022- 48867000.

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [filmcitym@gmail.com](mailto:filmcitym@gmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [filmcitym@gmail.com](mailto:filmcitym@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1**

**(A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**EXPLANATORY STATEMENT UNDER SECTION 102 AND 110 OF THE COMPANIES ACT, 2013  
READ TOGETHER WITH THE RELEVANT RULES**

The following Explanatory Statement sets out material facts relating to the aforesaid items of the accompanying Notice:

**Item No. 1**

**TO CONSIDER, DISCUSS AND APPROVE ALTERATION OF THE MAIN OBJECT CLAUSE (III) (A) OF THE MEMORANDUM OF ASSOCIATION**

The company proposes to undertake the business to carry on the business of builders, contractors, erectors, constructors of buildings, houses, apartment structures or residential, office, industrial, institutional or commercial or developers of co-operative housing societies, developers of housing schemes, townships. holiday resorts, hotels, motels and in particular preparing of building sites, constructing, reconstructing, erecting, altering, improving, enlarging, developing, decorating furnishing and maintaining of structures. flats, houses, factories, shops, offices, garages, warehouses, buildings, works, workshops, hospitals, nursing homes, clinics, godowns and other commercial educational purposes and conveniences to purchases for development, houses buildings, structures and other properties of any tenure and any interest thereto and purchase, sell and deal in freehold and leasehold land and in purchase, sell, lease, hire, exchange or otherwise deal in land and house's property and other property whether real or personal and to turn the same into account as may seem expedient and to carry on business as developers and land buildings immovable properties and real estates by constructing, reconstructing, altering, improving, decorating, furnishing, and maintaining offices, flats, houses, factories warehouse, shops, wharves buildings works and conveniences and by consolidating connecting and subdividing immovable properties and by leasing and disposing off the same.

The Company intends to promote and distribute various financial products and services, facilitating informed investment decisions for clients and its own funds in equity, debt, mutual fund products.

To enable the company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the company, to append following sub clause 02-03 after sub clause (01) of clause III (A) on the main Object Clause of the Memorandum of Association of the Company.

The above amendment would be subject to the approval of the Registrar of Companies, Mumbai and any other statutory or Regulatory authority, as may be necessary.

Except promoters Groups and their respective relatives, none of the Independent Directors or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 1 of the notice.

## **Item No. 2**

### **Appointment of Mr. Prabhat Modi (DIN: 08193181), as Non-executive Non-Independent Director of the Company**

Pursuant to section 149, 152 and 161 of the Companies Act, 2013 and Articles of Association of the Company, the Board of Directors at their meeting held on March 13, 2026, based on the recommendation of Nomination and Remuneration Committee and subject to approval of members, approved appointment of Mr. Prabhat Modi (DIN: 08193181), as an Additional Director (Non-Executive, Non-Independent Director) of the Company, with effect from March 13, 2026.

The Company has received following statutory disclosures / declarations:

- (i) Form DIR-8 – intimating the Company that she stands free from any disqualification, under section 164(1) and 164(2) of the Act;
- (ii) Declaration that he is not debarred from holding the office of director by virtue of any SEBI Order or any other such authority and given her consent to act as Director of the Company;
- (iii) A notice in writing by a member proposing her candidature under section 160(1) of the Act;
- (iv) Form MBP-1 – disclosing his concerns or interests in other company(ies) in terms of section 184(1) of the Act.

Mr. Prabhat Modi is not inter-se related to any other Director or Key Managerial Personnel of the Company. He does not hold equity shares of the Company by himself or on a beneficial basis.

As per provisions of Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, approval of the shareholders has to be obtained at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in this resolution, except to the extent of their shareholding, if any.

Additional Disclosures as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 are as under:

Name	Mr. Prabhat Modi
DIN	DIN 08193181
Date of Birth	October 22, 1995
Date of first appointment on Board	March 13, 2026
Qualifications	B.Sc (Accounting & Finance) from University of Essex, United Kingdom and PGDM (SM) from National Institute of Securities Market (NISM)
Experience (including nature of expertise in specific functional areas)/ Brief resume	Mr. Prabhat Modi, is B.Sc (Accounting & Finance) from University of Essex, United Kingdom and PGDM (SM) from National Institute of Securities Market (NISM) by qualification. He is on the Board as Executive Director in PMC Fincorp Ltd. He has previously worked as an intern in the Investment Department of

	SBI Mutual, and the Regulatory department of BSE India Limited. Further, he worked with Morningstar India Private Limited as a Private Market Research Associate, giving him valuable educational background and work experience in the field of corporate finance, Capital market operations, & Financial Restructuring.
Directorships held in other Companies (excluding foreign and Section 8 Companies)	PMC Fincorp Limited, Anekmurti Enterprises Limited
Memberships/Chairmanships of committees of other public companies	Nil
Number of shares held in the Company	Nil
Number of Meetings of the Board of Directors attended during FY 2025-26	Nil
Relationship with other Directors, Manager or Key Managerial Personnel, if any	None
Terms and conditions of Appointment	Appointment of Mr. Prabhat Modi as a Non-executive Non-Independent Director of the Company for a period of Five (5) year with effect from March 13, 2026, liable to retire by rotation
Details of remuneration: Last drawn remuneration details during FY 2025-26	Not applicable, he had not received any remuneration from the company.
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None

### **Item No. 3**

#### **Issuance of 1,90,00,000 Equity Shares on a Preferential Basis.**

The *Special Resolution* contained in Item No. 3 of this Notice, has been proposed pursuant to the provisions of Sections 42, and 62 of the Companies Act, 2013, read with the applicable rules made thereunder to issue and allot, **up to 1,90,00,000 Equity Shares** of the Company, at an issue price of **Re. 1/-** per Equity Share, for cash, as determined by the Board in accordance with the provisions of Chapter V of SEBI ICDR Regulations, 2018 as amended, **aggregating up to Rs. 1,90,00,000**, to certain persons/entities belonging to “Promoter & Promoter Group and Non-Promoter” category on a preferential basis.

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI (ICDR) Regulations, 2018, and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on Friday, March 13, 2026.

The approval of the members of the Company is accordingly being sought by way of a ‘Special Resolution’ under Sections 42 and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI (ICDR), Regulations, 2018.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

#### **I. Objects of the Preferential Issue**

As explained at Item No. 1, the Company proposes to expand and diversify the Company's business operations into the domain of **financing and investment consulting**, which would include financial markets consultancy and investment activities in the equity markets. Under this proposed business vertical, the Company intends to promote and distribute various financial products and services and facilitate informed investment decisions for its clients. For this purpose, the Company proposes to hire qualified professionals, open a new office in Delhi and upgrade its existing office in Mumbai.

Accordingly, the Board of Directors of the Company at their Board Meeting held on Friday, March 13, 2026 have considered and approved the adoption of new set of Memorandum and Articles of Association of the Company incorporating the aforementioned objects, as more particularly set out in Item no. 3 of this Notice.

In furtherance to the same, the Company intends to utilize the proceeds raised through the issue of Equity Shares ("**Issue Proceeds**") towards the following objects:

1. Expansion of business operations in financing and investment consulting.
  2. Repayment of Loan availed from promoter & promoter group.
  3. General Corporate Purposes.
- (Hereinafter collectively referred to as "**Objects**")

### Utilization of Proceeds

As the funds to be received against the Equity Shares, the Broad Range of Issue Proceeds of the Issue is as under:

S.N.	Particulars	Estimated utilization of Issue Proceeds (In Rs.)	Tentative timelines for utilization of net proceeds from the date of receipt of funds
1.	Expansion of business operations in financing and investment consulting.	82,50,000	By September 30, 2027
2.	Repayment of Loan availed from promoter & promoter group.	60,00,000	By June 30, 2026
3	General Corporate Purposes.	47,50,000	By September 30, 2027
	<b>TOTAL</b>	<b>1,90,00,000</b>	

### Interim Use of Proceeds

Our Company, in accordance with the policies formulated and in accordance with the applicable laws and guidelines and description as given in this Notice, will have the flexibility to deploy the proceeds. Pending utilization of the proceeds for the purposes described above, our Company intends to deposit the Gross Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934.

## II. Monitoring of Utilization of Funds

Since the issue size does not exceed Rs. 100 Crore therefore, the Company is not required to appoint a Monitoring Agency to monitor the issue in terms of the provisions of Regulation 162A of the SEBI ICDR Regulations.

## III. Particulars of the offer including, date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued:

The Company at meeting of its Board of Directors and Preferential Issue Committee at their meeting held on March 13, 2026 and March 16 2026, respectively, has, subject to approval of the members of the

Company (“Members”) and such other approvals as may be required, approved the issue of up to 1,90,00,000 (One Crore Ninety Lakh) Equity Shares, of face value of Re. 1/- each, at an issue price of Re. 1/- aggregating up to Rs. 1,90,00,000 (Rupees One Crore Ninety Lakh) to certain persons/entities belonging to “Promoter & Promoter Group and Non-Promoter” Category.

#### IV. The intent of the promoters, directors, key management personnel, or senior management of the issuer to subscribe to the offer.

Except as following, none of the promoters, directors, key management personnel, or senior management of the issuer intent to subscribe to the offer under Item No. 3:

Sr. No.	Name	Category	Type of Security	Number of Equity Shares (Up to)
1.	PMC Fincorp Limited	Promoter & Promoter Group	Equity Shares	70,00,000

#### V. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue to the “Promoter & Promoter Group and Non-Promoter” category is likely to be as follows:

Category	Pre-issue Shareholding Structure*		Equity Shares to be allotted	Post Issue Shareholding Structure**	
	No. of Shares	%		No. of Shares	%
<b>(A) Promoter Shareholding</b>					
(1) Indian					
(a) Individuals & HUF	275	0.00	-	275	0.00
(b) Bodies Corporate	51,70,000	16.91	70,00,000	1,21,70,000	24.55
<b>Sub Total (A)(1)</b>	<b>51,70,275</b>	<b>16.91</b>	<b>70,00,000</b>	<b>1,21,70,275</b>	<b>24.55</b>
(2) Foreign					
Bodies Corporate	-	-	-	-	-
<b>Sub Total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Promoter shareholding A=A1 +A2</b>	<b>51,70,275</b>	<b>16.91</b>	<b>70,00,000</b>	<b>1,21,70,275</b>	<b>24.55</b>
<b>(B) Public Shareholding</b>					
B1) Institutional Investors					
Indian	-	-	-	-	-
Foreign	-	-	-	-	-
B2) Central Govt./Stat Govt./POI/Banks	140	0.00	-	140	0.00
B3) Non-Institutional Investors					
Individuals	1,58,98,533	52.00	95,00,000	2,53,98,533	51.24
Body Corporate	86,65,001	28.34	25,00,000	1,11,65,001	22.52
Others (Including Clearing Member, HUF, LLP & NRI)	8,37,020	2.74	-	8,37,020.00	1.69
<b>Total Public Shareholding B=B1+B2+B3</b>	<b>2,54,00,694</b>	<b>83.08</b>	<b>1,20,00,000</b>	<b>3,74,00,694</b>	<b>75.45</b>
C) Non-Promoter – Non-Public					
<b>Grand Total (A+B+C)</b>	<b>3,05,70,969</b>	<b>100</b>	<b>1,90,00,000</b>	<b>4,95,70,969</b>	<b>100.00</b>

(\*) These percentages have been calculated on the basis of pre preferential paid-up equity share capital of Rs. 3,05,70,969/- consisting of 3,05,70,969 Equity Shares of face value of Re. 1/- each.

(\*\*) These percentages have been calculated on the basis of post-preferential share capital of the Company on a fully diluted basis i.e. Rs. 4,95,70,969/- consisting of 4,95,70,969 Equity Shares of face value of Re. 1/- each.

**Notes:**

1. The pre-issue shareholding pattern is as on the latest BENPOS date, i.e. Friday, March 13, 2026.
2. Post-shareholding structure may change depending upon any other corporate action in between.

**VI. Proposed time frame within which the Preferential Issue shall be completed:**

As required under the SEBI (ICDR) Regulations, preferential allotment of the said Equity Shares shall be completed within a period of 15 (fifteen) days from the date of passing of special resolution at Item No. 2. Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approvals or permissions. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form.

**VII. Number of persons/entities to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price:**

Not Applicable since the Company has not made preferential issue of any Security during the year.

**VIII. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):**

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

Sr. No.	Name of the Proposed Allotees	Category	Name of the Ultimate Beneficial Owner
1.	PMC Fincorp Limited	Promoter & Promoter Group	Not Applicable, since the allottee is a listed company
2.	Puneet Arora	Non-Promoter	Not Applicable as Allottee is a Natural Person
3.	EPS Fin-Vest Private Limited	Non-Promoter	Madhu Sudan Goyal

**IX. The percentage of post-preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue.**

Sr. No.	Name of the Proposed Allottee	Pre-Shareholding Structure*		Equity Shares to be allotted	Post Issue Shareholding Structure**	
		No. of shares	%		No. of shares	%
1.	PMC Fincorp Limited	23,65,000	7.74	70,00,000	93,65,000	18.89
2.	Puneet Arora	0	0.00	95,00,000	95,00,000	19.16
3.	EPS Fin-Vest Private Limited	0	0.00	25,00,000	25,00,000	5.04

(\*) These percentages have been calculated on the basis of pre preferential paid-up equity share capital of Rs. 3,05,70,969/- consisting of 3,05,70,969 Equity Shares of face value of Re. 1/- each.

(\*\*) These percentages have been calculated on the basis of post-preferential share capital of the Company on a fully diluted basis i.e. Rs. 4,95,70,969/- consisting of 4,95,70,969 Equity Shares of face value of Re. 1/- each.

**Notes:**

1. The pre-issue shareholding pattern is as on the latest BENPOS date, i.e. Friday, March 13, 2026.
2. Post-shareholding structure may change depending upon any other corporate action in between.

**X. Consequential changes in the Voting Rights, change in control, and change in the Management, if any, in the issuer consequent to the preferential issue:**

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

**XI. Lock-in Period:**

- (a) The Equity Shares to be issued and allotted to the proposed allottees issued on Preferential basis shall be subject to lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- (b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked in as per Chapter V of the SEBI ICDR Regulations.

**XII. Issue price and Relevant Date:**

In terms of Regulation 161 of SEBI (ICDR) Regulations, 2018, the relevant date for determining the floor price for the Preferential Allotment of the Equity Shares has been reckoned as **Monday, March 16, 2026**, being the date 30 days prior to the last date for remote e-voting for postal ballot (on which date this Resolution, if approved by the requisite majority through postal ballot, will be deemed to be passed) i.e. Wednesday, April 15, 2026.

The Equity Shares of the Company are listed on BSE Limited (“**BSE**”). The Equity Shares of the Company are infrequently traded within the meaning of explanation provided in Regulation 165 of Chapter V of the SEBI (ICDR) Regulations, 2018.

Further, as the preferential issue to the proposed allottees, is more than five percent of the post issue fully diluted share capital of the Company, therefore, in compliance with Regulation 166A of the SEBI (ICDR) Regulations, 2018, a valuation report from an independent registered valuer is obtained.

Accordingly, in terms of Regulation 165 and Regulation 166A of Chapter V of SEBI (ICDR) Regulations, 2018, the minimum price at which equity shares to be issued shall be determined through Valuation Report of M/s. Pensar Valuation Private Limited, Registered Valuer (Registration No.: BBI/RV/06/2019/11717). i.e., **Rs. 0.71/** Per Equity Share. The said report is available on the website of the Company at [www.filmcitym.com](http://www.filmcitym.com).

Price as determined in accordance with the methodology prescribed in the Articles of Association of the Company - *Not Applicable as the Articles of Association of the Company are silent on the determination of floor price/ minimum price of the shares issued on preferential basis.*

Accordingly, the minimum issue price of Equity Shares on Preferential basis shall be ₹ 0.71/- each per Equity Share, which is not less than the price as determined by the registered valuer. However, the Preferential Issue Committee of the Board of Directors of the Company has decided to issue the Equity Shares, at an Issue Price of Re. 1/- each, which is higher than the above mentioned price.

**XIII. Undertakings:**

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

**XIV. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower:**

Not Applicable, since none of the Directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.

**XV. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:**

Sr. No.	Name of the Proposed Allotees	Current Status	Post Status
1	PMC Fincorp Limited	Promoter & Promoter Group	Promoter & Promoter Group
2	Puneet Arora	Non-Promoter	Non-Promoter
3	EPS Fin-Vest Private Limited	Non-Promoter	Non-Promoter

**XVI. Practicing Company Secretary's Certificate:**

The certificate from A K Choudhary & Associates, Practicing Company Secretary, certifying that the preferential issue of Equity Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. A copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link: <https://filmcitym.com/wp-content/uploads/2026/03/PCS-Certificate-of-Compliance.pdf>

**XVII. Details of the Directors, Key Managerial Persons, or their relatives, in any way, concerned or interested in the said resolution:**

None of the other Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at item no.3 of this Notice.

The Board of Directors recommends the resolution as set out in Item No. 3 of this notice for the issue of Equity Shares, on a preferential basis, to the proposed allottees by way of Special Resolution.

**By order of the Board of Directors  
For Filmcity Media Limited**

Sd/-

**Date: March 13, 2026**  
**Place: Mumbai**

**Raksha Kumari**  
**Company Secretary & Compliance Officer**  
**Membership No. 46084**