

MADHUEVER COM 18 NETWORK LIMITED

Reg. Office.: Office No # 812, Anand Mangal – III, Opposite Core house, Near Hirabag,
Near Rajnagar Club, Ambawadi, Ahmedabad-06 | CIN: L24230GJ1995PLC026244

Email: tohealpharmachem@gmail.com | Phone – 9773151363 | Website: <https://www.mcom18.com/>

August 29, 2024

To,
The Dy. Gen Manager
Corporate Relationship Dept.
BSE Limited
P. J. Tower, Dalal Street,
Mumbai- 400 001

Equity Scrip Code: 531910

Dear Sir/Madam,

Sub: Submission of Corrigendum to the Notice of the Extra Ordinary General Meeting

Pursuant to Regulation 30(6) and Part A of Schedule III of Securities Exchange board of India (Listing Obligations and Disclosures requirements) Regulations, 2015, this is to inform you that the

Company had issued a notice for convening of Extra Ordinary General Meeting No. 1/2024-25 (“1st EGM”) of the Members of Madhuveer Com 18 Network Limited, which is scheduled to be held on Wednesday, September 04, 2024 at 11:00 A.M. at the Registered Office of the Company to transact the business, as set out in the Notice of the 1st EGM. The Notice of EOGM has been dispatched on 12th August 2024 to the shareholders of the Company in due compliance with the provisions of the Companies Act, 2013 read with the relevant rules made thereunder.

This Corrigendum is being issued to inform changes/amendments in Item no. 2 of the original notice dated 17th July,2024 relating to issue of convertible warrants instead of equity shares mentioned in the said original notice and necessary changes made in explanatory statement thereto. The said changes/amendments are mentioned in the Corrigendum Notice sent to all the Members through e-mail whose e-mail IDs are registered with the Company's Registrar & Share Transfer Agent, M/s. MCS Share Transfer Agent Limited / Depository Participant (s). and also placed on the website of the Company. The said corrigendum notice can be assessed through the weblink https://www.mcom18.com/28424/Corrigendum_EGM.pdf

This Corrigendum to the Notice of EOGM shall form an integral part of the Notice of EOGM which has already been circulated to shareholders of Company on 12th August, 2024 and on and from the date hereof, the Notice of EOGM shall always be read in conjunction with this Corrigendum. Accordingly request you all to cast your votes electronically during remote e-voting period commences on Saturday, August 31, 2024 at

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09:00 A.M. and will end on Tuesday, September 03, 2024 at 5.00 p.m. or through ballot paper at the EOGM.

All other contents of the Notice of EOGM, save and except as modified or supplemented by the Corrigendum, shall remain unchanged.

Kindly take the note of the above and update.

Thanking You,

Yours Faithfully,

For Madhuveer Com 18 Network Limited

Himani Vora
Company Secretary & Compliance Officer
Membership No. A73750



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CORRIGENDUM TO THE EXTRA ORDINARY GENERAL MEETING (“EGM”) NO. 01/2024-25 OF THE MEMBERS OF MADHUVVEER COM 18 NETWORK LIMITED (“THE COMPANY”) TO BE HELD ON WEDNESDAY, 4TH DAY OF SEPTEMBER, 2024 AT 11:00 A.M. (IST) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT OFFICE NO. 812, ANAND MANGAL – III, OPPOSITE CORE HOUSE, NEAR HIRABAG, NEAR RAJNAGAR CLUB, AMBAWADI, AHMEDABAD-380015, GUJARAT

This Corrigendum is being sent in continuation of the Notice dated 17th July, 2024 for the Extra Ordinary General Meeting of the Company which is to be held on Wednesday, 4th September, 2024 dispatched to the Shareholders of the Company by email on 12th August, 2024. The Shareholders of the Company are requested to note the following corrections appearing hereunder:

The existing resolution no. 2 and its Explanatory Statement mentioned in the EGM notice dated 17th July, 2024 which shall be replaced with new Resolution No 2 and its Explanatory Statement which shall be read as under:

ISSUE OF UPTO 1,00,00,000 (ONE CRORE) CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO PROMOTER AND PROMOTER GROUP AND NON -PROMOTERS

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

“**RESOLVED THAT** pursuant to (i) Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act and any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; (ii) the applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations”), (iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the “SAST Regulations”), (iv) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the “PIT Regulations”), (v) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), (vi) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India and National Stock Exchange of India Limited (“NSE”) where the shares of the Company are listed (hereinafter referred to as the “Stock Exchange”) and/or any other statutory / regulatory authority; (vii) the provisions of the Foreign Exchange Management Act, 1999 (the “FEMA”) and rules and regulations framed thereunder as amended, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), (viii) Any other applicable procedural laws made under any of the above mentioned statutes in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc, and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; (ix) the memorandum and articles of association of the Company; (x) and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors

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of the Company (the “Board”, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to issue and allot upto 1,00,00,000 (ONE CRORE) convertible warrants (“Warrants”) and each Warrant is convertible in to one equity share of face value of Rs. 10 each fully paid- up (“Equity Share”) of the Company at any time within 18 months from the date of allotment of the Warrants as per the ICDR Regulations for cash, to the persons belonging to the promoter and promoter group and non-promoters on preferential issue basis at a Price of Rs. 40/- (Rupees Forty Only) per Warrant (including Premium of Rs. 30/-) (Rupees Thirty Only) at an aggregate consideration not exceeding Rs. 40,00,00,000 /-(Rupees Forty Crores Only) on a preferential basis, during the period commencing from the date of allotment of the warrants until expiry of 18 (Eighteen) months from the said date of allotment and on such other terms and conditions as may be determined in accordance with the ICDR Regulations or other applicable provisions of the law as may be prevailing at the time, subject to it being in compliance with the minimum price calculated in accordance with Regulations 165, 166 and 166A for Preferential Issue contained in Chapter V of the ICDR Regulations to the following:

Sr. No.	Name of Proposed Allottees	Category	Maximum Number of Warrants to be issued and allotted	*Total Amount (In Rs.)
1	Mr. Dhruvin Shah	Promoter Group	27,00,000	10,80,00,000
2	Mr. Dakshesh Shah	Promoter Group	5,00,000	2,00,00,000
3	Ms. Sheetal Shah	Promoter Group	3,00,000	1,20,00,000
4	Mr. Sagar Shah	Promoter Group	10,00,000	4,00,00,000
5	Mr. Samir Shah	Promoter Group	5,00,000	2,00,00,000
6	Ms. Shweta Shah	Promoter Group	5,00,000	2,00,00,000
7	Mr. Meet Kariya	Public Category	5,00,000	2,00,00,000
8	Mr. Jay Kariya	Public Category	5,00,000	2,00,00,000
9	Mr. Shlok Rathod	Public Category	35,00,000	14,00,00,000
Total			1,00,00,000	40,00,00,000

* Twenty Five percent of the total consideration amount shall be paid by the respective Proposed allottees on or before the allotment Warrants and balance consideration i.e. Seventy-Five Per Cent shall be paid at the time of exercise of option attached to the Warrants.

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RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the ICDR Regulations, the relevant date for the purpose of calculating the floor price for the Preferential Issue of Warrants be and is hereby fixed as Monday 5th August, 2024, (“Relevant Date”) being the working day 30 days prior to the date of the Extra Ordinary General Meeting (“EGM”);

RESOLVED FURTHER THAT the issue and allotment of the Warrants shall be on the following terms and conditions:

- i. The Warrant holders shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the Warrant holders.
- ii. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
- iii. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- iv. The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- v. Apart from the said right of adjustment mentioned in (iv) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.
- vi. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the Stock Exchange in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- vii. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing Equity Shares of the Company.
- viii. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations from time to time.

RESOLVED FURTHER THAT subject to the ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Warrants, as it may, in its sole and absolute discretion deem fit within the scope of this

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approval of Members and expedient and to make an offer to the Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act), without being required to seek any further consent or approval of the Members;

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

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any member of the Board or any committee thereof or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including: (a) to make application(s) to the Stock Exchange for obtaining in-principle approval for issuance of the subscription and listing of the Securities;

(b) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, Reserve Bank of India, SEBI, Stock Exchange and any other statutory authority for and on behalf of the Company; (c) to represent the Company before any Government / regulatory authorities; (d) to appoint any merchant bankers or other professional advisors, consultants and legal advisors, and (e) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilization of issue proceeds, as may be required.”

Date: 23/08/2024
Place: Ahmedabad



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

Himani Vora
Company Secretary & Compliance
Officer Membership No. A73750

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS:

Resolution No 2

Pursuant to provisions of Section(s) 23(1)(b), 42 and 62(1)(c) and other provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015 (“Listing Regulations”) as amended from time to time, any preferential allotment of securities on private placement basis need to be approved by the shareholders of the Company (“Members”) by way of special resolution.

The Board of Directors in their meeting held on 17th July, 2024, had approved to raise the funds required by way of issuance of Convertible Warrants on the preferential basis. The Board decided to issue, offer and allot 1,00,00,000 Convertible Warrants for cash on preferential basis at a Price of Rs. 40 /- (Rupees Forty Only) per Warrant (including Premium of Rs. 30/-) (Rupees Thirty Only) at an aggregate consideration not exceeding Rs. 40,00,00,000/- (Rupees Forty Crores Only).

A Company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rules framed thereunder (the “Companies Act”) further read with provisions of Chapter V – “Preferential Issue” of the ICDR Regulations, as amended, and on the terms and conditions and formalities as stipulated in the Companies Act and the ICDR Regulations.

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of ICDR Regulations to subscribe to the Warrants to be issued pursuant to the Preferential Issue.

The consent of the Members is being sought to raise funds by issuance of Warrants for cash.

consideration as may be permitted under applicable laws in accordance with the provisions of the Act and rules made thereunder, ICDR Regulations and Listing Regulations, as amended from time to time till date.

The Company is eligible to make the Preferential Issue in terms of the provisions of Chapter V of the ICDR Regulations. There will be no change in the control or management of the Company pursuant to the proposed Preferential Issue, upon allotment of Warrants (including equity shares upon conversion of the Warrants).

The following details of the proposed preferential issue of the Warrants are disclosed in accordance with the provisions of the Companies Act and the ICDR Regulations:

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A. The object / purpose of the preferential issue:

The proceeds raised through the proposed preferential issue (“**Issue Proceeds**”) shall be utilized for working capital requirement, and general corporate purposes.

B. The total number of shares or other securities to be issued:

The Board of Directors in their meeting held on 17th July, 2024, had approved to raise the funds required by way of issuance of Convertible Warrants on the preferential basis. The Board decided to issue, offer and allot upto 1,00,00,000 Convertible Warrants for cash on preferential basis at a Price of Rs. 40/- (Rupees Forty Only) per Warrant (including Premium of Rs. 30/-) (Rupees Thirty Only) at an aggregate consideration not exceeding Rs. 40,00,00,000/- (Rupees Forty Crores Only) at such price being not less than the minimum price (Floor Price) as on the ‘Relevant Date’ determined in accordance with the provisions of Chapter V of the ICDR Regulations.

C. The price or price band within which the allotment is proposed:

The Convertible Warrants are proposed to be issued at an issue price of Rs. 40/- (Rupees Forty Only) being a price not less than the minimum price determined as on the Relevant Date in accordance with Regulation 165, 166 and 166A of the ICDR Regulations and applicable laws.

D. The Price at which the allotment price is proposed and Basis on which the price has been arrived at:

The above Convertible Warrants are offered at a price of Rs. 40/- per warrant convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share each at a price of Rs. 40/- being a face value of Rs. 10/- per equity share and at a premium of Rs. 30/- per share.

The pricing of the Convertible Warrants to be allotted on preferential basis shall not be lower than the price determined in accordance with the Chapter V of SEBI ICDR Regulations and applicable law. Considering the allotment of Convertible Warrants to the proposed allottees is more than five percent of the post issue fully diluted share capital of the issuer, accordingly, the Company has obtained the Valuation Report from Independent Registered Valuer Mr. Manish Santosh Buchasia, IBBI Registered Valuer (IBBI Registration No. IBBI/RV/03/2019/12235) for price to be determined in accordance with the regulation 166A read with regulation 165 of Chapter V of SEBI ICDR Regulations as on Relevant date i.e. Monday, August 5, 2024. In terms of regulation 166A and regulation 165 of Chapter V of SEBI ICDR Regulations, the Registered Independent Valuer has fixed Rs. 40/- (Rupees Forty only) as value per warrant.

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The Equity Shares of the Company are listed on BSE Limited and have not been frequently traded on the stock exchange as per sub regulation (5) of regulation 164 of SEBI ICDR Regulations as on the relevant date. Therefore, the pricing calculation under regulation 164(1) of SEBI ICDR Regulations is not applicable.

In view of the above, the Board of Directors of the Company has fixed the warrant Issue Price of Rs. 40/- (Rupees Forty Only) per warrant, being the price not less than the minimum price as arrived in accordance with the chapter V of SEBI ICDR Regulations.

The Valuation Report dated July 17, 2024 received from Independent Registered Valuer Mr. Manish Santosh Buchasia (Registration no. IBBI/RV/03/2019/12235) having office at 306, “Gala Mart”, Near SOBO Centre, South Bopal, Ahmedabad-380058, Gujarat, in terms of Regulation 166A read with regulation 165 of the ICDR Regulations, is available for inspection at the Registered Office of the company during the business hours on any working days and the same is attached along with this EGM Notice and can also be accessed at Company’s website i.e. www.mcom18.com

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn’t contain any article which provides for particular method for determination of price in case of preferential issue.

E. Date of Board Resolution:

Date of passing of Board Resolution for approving the preferential issue is Wednesday, 17th July, 2024.

F. Relevant date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the floor price for the Preferential Issue of the Warrants is Monday, August 5, 2024 (“**Relevant Date**”) being 30 days prior to the date of the Extra Ordinary General Meeting (“**EGM**”) i.e. Wednesday, September 4, 2024.

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

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This allotment is proposed to be made to following persons belonging to promoter and promoter group as well as to non-promoters.

Name of the Proposed Investor	Maximum number of warrants to be offered
Mr. Dhruvin Shah (Person belonging to Promoter and Promoter group category)	27,00,000
Mr. Dakshesh Shah (Person belonging to Promoter and Promoter group category)	5,00,000
Ms. Sheetal Shah (Person belonging to Promoter and Promoter group category)	3,00,000
Mr. Sagar Shah (Person belonging to Promoter and Promoter group category)	10,00,000
Mr. Samir Shah (Person belonging to Promoter and Promoter group category)	5,00,000
Ms. Shweta Shah (Person belonging to Promoter and Promoter group category)	5,00,000
Mr. Meet Kariya (Person belonging to Public group category)	5,00,000
Mr. Jay Kariya (Person belonging to Public group category)	5,00,000
Mr. Shlok Rathod (Person belonging to Public group category)	35,00,000

H.The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential offer:

The proposed preferential allotment is to be made to the proposed allottees belonging to the promoter, promoter group however Key Managerial Personnel and Senior Management are not intending to subscribe to this preferential issue.

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I. Proposed time within which the allotment shall be completed:

The Company will issue and allot convertible warrants within the time limit specified under the SEBI ICDR Regulations or any longer time limit as may be permitted under the SEBI ICDR Regulations or any other law. Provided further that where the allotment to any of the Proposed Allottees is pending on account of pendency of any application for approval the allotment would be completed within 15 (Fifteen) days from the date of granting permission by any regulatory authority, by SEBI, Stock Exchange or date of such approval or within such further period as may be prescribed or allowed other concerned authorities.

J. The identity of the proposed allottees, maximum number of Convertible Warrants proposed to be issued and the percentage of post issue capital that may be held by the proposed allottees:

Sr . N o.	Name of the Proposed Allottees	Category	Pre- Preferential Allotment		Post-Preferential Allotment	
			No. of Shares	% of voting rights	No. of Shares	% of voting rights
1	Mr. Dhruvin Shah	Promoter and Promoter group	88,67,486	36.22	1,15,67,486	33.55
2	Mr. Dakshesh Shah	Promoter and Promoter group	--	--	5,00,000	1.45
3	Ms. Sheetal Shah	Promoter and Promoter group	3,60,360	1.47	6,60,360	1.92
4	Mr. Sagar Shah	Promoter and Promoter group	70,49,240	28.80	80,49,240	23.34
5	Mr. Samir Shah	Promoter and Promoter group	Nil	Nil	5,00,000	1.45
6	Ms. Shweta Shah	Promoter and Promoter group	Nil	Nil	5,00,000	1.45

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7	Mr. Meet Kariya	Public	12,50,000	5.11	17,50,000	5.08
8	Mr. Jay Kariya	Public	12,50,000	5.11	17,50,000	5.08
9	Mr. Shlok Rathod	Public	25,00,000	10.21	60,00,000	17.40

K. Shareholding Pattern of the Company before and after the preferential issue of Convertible Warrants:

The pre-issue shareholding pattern of the Company and the post-issue shareholding pattern is given below:

The pre issue shareholding pattern of the Company as on June 30, 2024 and the post-issue shareholding pattern (subject to conversion of all the Warrants by the Proposed Allotees into equity shares of the Company) is mentioned herein below:

Sr. No.	Category of shareholders	Pre- Issue Shareholding		Post-Issue Shareholdings	
		No. of Shares	% of Total shareholding	No. of Shares	% of Total shareholding
A	Promoter and Promoter Group				
1.	Indian Promoters	1,62,77,086	66.49	2,17,77,086	63.16
2	Foreign Promoters	--	--	--	--
Total Shareholding of Promoter and Promoter Group (A) = (A)(1) +(A)(2)		1,62,77,086	66.49	2,17,77,086	63.16
B	Non-Promoters Holding--				
1.	Institutions (Domestic)	--	--		
2.	Institutions (Foreign)	--	--	--	--
3.	Central Government / State Government(s)	--	--	--	--
4.	Non-Institution				

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a.	Directors and their relatives	--	--	--	--
b.	Key Managerial Personnel	--	--	--	--
c.	Resident Individuals	50,00,000	20.42	95,00,000	27.55
d.	Non-Resident Indians (NRIs)				
e.	Bodies Corporate				
f.	Any Other	32,03,614	13.09	32,03,614	9.29
	Sub-Total (B)(4)				
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)+ (B)(4)				
	Total (A+B)	2,44,80,700	100.00	3,44,80,700	100.00

***Note:**

(i) The post issue shareholding pattern in the above table has been prepared on the basis that the Proposed Allottees would have subscribed to and been allotted all the equity shares of the Company upon conversion of the Warrants. In the event for any reason, the Proposed Allottee(s) does not or are unable to exercise the option attached to the Warrants and/or are not allotted the equity shares of the Company, the shareholding pattern in the above table would undergo corresponding changes.

(ii) It is further assumed that shareholding of the Company in all other categories will remain unchanged.

L. Change in control, if any, in the company that would occur consequent to the preferential issue:

There will not be any change in the composition of the Board of Directors and control of the Company on account of the proposed preferential allotment however there will be a corresponding change in the shareholding pattern as well as voting rights consequent to the preferential allotment.

M. Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price:

During the year Company has made allotment to the below mentioned allottees on preferential basis at a face value of Rs. 10/- each at par:

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Email: tohealpharmachem@gmail.com | Phone – 9773151363 | Website: <https://www.mcom18.com/>

<u>Sr. No.</u>	<u>Name of Allottees</u>	<u>Category</u>	<u>No. of Shares</u>
1	Mr. Dhruvin Shah	Promoter and promoter group	56,60,000
2	Mr. Sagar Samir Shah	Promoter and promoter group	43,40,000
3	Mr. Shlok Vimal Rathod	Non- Promoter	25,00,000
4	Mr. Jay Prakash Kariya	Non- Promoter	12,50,000
5	Mr. Meet Prakash Kariya	Non- Promoter	12,50,000
	Total		1,50,00,000

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

This is not applicable in the present case since the Company being a listed Company the pricing is in terms of ICDR Regulations. Further, the proposed allotment is for cash.

O. The current and proposed status of the allottee(s) post the preferential issue namely, promoter and non-promoter:

The current status of the Proposed Allottee is Promoter and after the proposed allotment also the status will remain Promoter only and there will be no change in the status of the proposed allottee.

P. Lock-in Period:

The pre-preferential Equity shareholding of the Proposed issue of convertible warrants to Allottees, if any and proposed allotment of equity shares shall be subject to lock-in as per the requirement of chapter V of ICDR Regulations. In accordance with Regulation 167 of the ICDR Regulations, the Lock-in-period are as follows:

- a) The Equity shares allotted upon conversion of warrants on a preferential basis to proposed allottee (promoters and promoter group) shall be locked-in for a period of **Eighteen Months** from the date of Trading Approval.
- b) The Equity shares allotted upon conversion of warrants on a preferential basis to proposed allottee (Non-Promoters) shall be locked-in for a period of **Six Months** from the date of Trading Approval
- c) The entire pre-preferential allotment shareholding of the allottees, if any shall be

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locked-in from the relevant date up to a period of **ninety trading days** from the date of trading approval.

Q. Requirements as to re-computation of price:

Since the Equity Shares of the Company are listed on recognized stock exchange for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the ICDR Regulations are not applicable.

R. Practicing Company Secretary's Certificate:

The Certificate dated July 17, 2024 Mr. Ravi Kapoor, Scrutinizer, having office address at 4th Floor Shaival Plaza, Gujarat College Road, Nr. Hope Hospital, Ellisbridge, Ahmedabad-380006, certifying that the preferential issue is being made in accordance with the requirements contained in the chapter V of ICDR Regulations, will be placed before the shareholders at the Extra Ordinary General Meeting and is also available for inspection at the Registered Office of the company during the business hours on any working days, such certificate is hosted on the Company's website and is accessible at link www.mcom18.com.

S. Material terms of the proposed Preferential Issue of the Warrants:

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

T. Disclosure pertaining to wilful defaulters and fugitive economic offender:

Neither the Company nor any of its Promoters or Directors is wilful defaulter or a fraudulent borrower and hence disclosures as specified in Schedule VI of the ICDR Regulations are not applicable.

None of the Company's Promoters or Directors is a fugitive economic offender as defined under the ICDR Regulations.

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U. Other Disclosures:

- a) The Proposed Allottee has confirmed that they have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.
- b) The Equity Shares held by the proposed allottees in the Company, if any, are in dematerialized form only.
- c) The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- d) Neither the Company nor any of its directors or Promoters are categorized as willful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163 of the SEBI ICDR Regulations are not applicable.
- e) Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- f) The Company is not required to re-compute the price of the Equity Shares in terms of the provisions of the SEBI ICDR Regulations. Since the Company's equity shares are listed on recognized Stock Exchange (BSE) for a period of more 90 trading days prior to the Relevant Date, the Company is neither required to re- compute the price nor is required to submit an undertaking as specified under applicable provisions of SEBI ICDR Regulations.
- g) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottee;
- h) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;
- i) The Company shall be making application seeking in-principle approval to the stock exchange, where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution
- j) The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the ICDR Regulations.

The Company shall made adjustment in the price of the relevant securities to be allotted under the preferential issue in terms of the provisions of SEBI ICDR Regulations where it is

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required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required.

The documents (including Valuation Report) referred to in the Notice, for which this shareholder's approval is being obtained, will be available for inspection during business hours on all working days of the Company (Except Saturday, Sundays and Public holidays) without any fee by the members from the date of circulation of this Notice up to the date of Extra Ordinary General Meeting i.e. Wednesday, September 4, 2024.

Except Mr. Dhruvin Shah, Mr. Sagar Samir Shah and their relatives, none of the other Directors or Key Managerial Personnel and/ or their immediate relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 2 of this Notice, except to their shareholding in the Company.

Your directors recommend the passing of the Resolution No. 02 of the Notice as a **Special Resolution** by the Members.

Further the Shareholders of the Company are requested to note that in Form no. 11 in Proxy Form the resolution mentioned at Sr. No. 2 in table containing special businesses is amended and which shall be read as under:

2	Issue of upto 1,00,00,000 (one crore) Convertible Warrants on preferential basis to the persons belonging to Promoter and Promoter Group and Non-Promoters.
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This Corrigendum to the Notice of the EGM shall form an integral part of the Notice of EGM which has already been circulated to shareholders of Company and on and from the date hereof, the Notice of the EGM shall always be read in conjunction with this Corrigendum. This corrigendum is also being published in the Business Standard (English) and Jai Hind (Gujarati) and will also be made available on website of the stock exchange i.e. BSE Ltd. and on the website of the Company (www.mcom18.com). All other contents of the Notice of EGM, save and except as modified or supplemented by the Corrigendum, shall remain unchanged.

Date:23/08/2024
Place: Ahmedabad



Registered Office:
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By Order of the Board of Directors
For Madhuveer Com 18 Network Limited

Himani Vora
Company Secretary and Compliance Officer
Membership No. A73750