

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

NOTICE is hereby given that the **28<sup>th</sup> (Twenty-Eighth) Annual General Meeting (“AGM”)** of the members of **Madhuveer Com 18 Network Limited** will be held on **Thursday, October 24, 2024 at 11:00 a.m.** at A-3, 5<sup>th</sup> Floor, Safal Profitaire, Corporate Road, Near Prahladnagar Garden, Ahmedabad - 380015 **to transact the following business:**

**ORDINARY BUSINESS:**

- 1. Consideration and Adoption of the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year ended on March 31, 2024 and the Reports of the Board of Directors and Auditors thereon**

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

“**RESOLVED THAT** the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year ended on March 31, 2024 and the Reports of the Board of Directors and Auditor thereon, as circulated to the members, be and are hereby considered and adopted.”

- 2. Approval and declaration of final dividend for the financial year 2023-24.**

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

“**RESOLVED THAT** a final dividend of Rs 0.05/- (Five Paise only) per equity share (i.e. @ 0.5 % of the face value of Rs. 10/- (Rupees Ten only) each fully paid-up) be and is hereby declared for the financial year ended on March 31, 2024 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended on March 31, 2024.”

**SPECIAL BUSINESS:**

- 3. Regularization of Mr. Dhruvin Shah (DIN: 08801616) as a Director of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with Articles of Association of the Company, Mr. Dhruvin Shah (DIN: 08801616), who was appointed as an Additional Director by the Board of Directors on April 26, 2024 and who is eligible for appointment as a Director of the Company and in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee and notice in writing under Section 160(1) of the Companies Act, 2013 from a member of the Company proposing his candidature for office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all things, deeds and acts as may be necessary and expedient to give effect to this resolution.”

- 4. Appointment of Mr. Dhruvin Shah (DIN: 08801616) as a Managing Director of the Company.**

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

“**RESOLVED THAT** pursuant to provisions of Section 196, 197 read with other applicable provisions and Schedule V of the Companies Act, 2013 and the provisions of Articles of Association of the Company and Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014, and pursuant to recommendation of Nomination and Remuneration Committee of the Company, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Dhruvin Shah as a Managing Director of the Company for a period of three financial years commencing from 26.04.2024 and ending on 25.04.2027 without any remuneration at present and with a powers to the Board to decide and pay such remuneration as may be considered fit to Mr. Dhruvin Shah from time to time.

**RESOLVED FURTHER THAT** notwithstanding to the above, in the event of any loss or inadequacy of profit in any financial year of the Company during the tenure of Mr. Dhruvin Shah as a Managing Director of the Company, the remuneration payable to him shall be in accordance with the limit prescribed in Section II of Part-II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any one of the Directors of the Company or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required including filing of necessary forms with ROC for the purpose of giving effect to this resolution.

**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company be and are hereby severally authorised to submit the certified copy of this resolution to the concerned authorities as and when required.”

**5. Regularization of Mr. Sagar Sameer Shah (DIN: 03082957) as Director of Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with Articles of Association of the Company, Mr. Sagar Sameer Shah (DIN: 03082957), who was appointed as an Additional Director by the Board of Directors on 26<sup>th</sup> April, 2024 and who is eligible for appointment as a Director of the Company and in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee and notice in writing under Section 160(1) of the Companies Act, 2013 from a member of the Company proposing his candidature for office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all things, deeds and acts as may be necessary and expedient to give effect to this resolution.”

**Date: 05/09/2024**  
**Place: Ahmedabad**

**By Order of the Board of Directors**  
**For Madhuveer Com 18 Network Limited**  
Sd/-  
**Dhruvin Shah**  
**Managing Director**  
**DIN: 08801616**

**Registered Office:**  
Office no. 812, Anand Mangal-3,  
Opp Core House,  
Nr. Hirabag, Nr. Rajnagar Club,  
Ambavadi, Ahmedabad – 380006  
CIN: L93000GJ1995PLC026244

**NOTES:**

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

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

2. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Annual General Meeting (“Meeting”) is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, October 18, 2024 to Thursday, October 24, 2024 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.
4. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
5. The dividend on equity shares, if declared at the Meeting, will be credited / dispatched within a period of 30 days from the conclusion of the Meeting to those members whose names appear on the closure of Register of Members i.e. on Friday, October 18, 2024 for the purpose; in respect of the shares held in dematerialized mode, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
6. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
7. Securities and Exchange Board of India (“SEBI”) has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, the Company/Cameo has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialization.
8. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.

**9. Voting through Electronic means:**

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

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

**PROCEDURE FOR REMOTE E-VOTING:**

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

- (i) The voting period begins on Monday, October 21, 2024 at 09:00 A.M. and ends on Wednesday, October 23, 2024 at 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, October 17, 2024 may cast their vote electronically. The Remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first-time user follow the steps given below:

| <b>For Members holding shares in Demat Form and Physical Form</b> |   |
|---|---|
| PAN   | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul> |
| Dividend Bank Details<br><b>OR</b> Date of Birth (DOB)            | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>               |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Click on the EVSN for the relevant <Madhuveer Com 18 Network Limited> on which you choose to vote.

- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for all mobile users. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xviii) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

- B. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of, Thursday, October 17, 2024.
- C. A copy of this notice has been/ shall be placed on the website of the Company and the website of CDSL.
- D. Mr. Ravi Kapoor, Practicing Company Secretary (Membership No. FCS 2587) has been appointed as the Scrutinizer to scrutinize the voting through remote e-voting process in a fair and transparent manner.
- E. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make not later than two working days of conclusion of the meeting, a consolidated Scrutinizer’s Report of the total

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

- F. In terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in order to enable its members, who do not have access to remote e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the voting can also be done through Ballot paper at the Annual General Meeting.
- G. The facility for voting through ballot shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting and who is otherwise not barred by law can exercise his right to vote through ballot paper at the meeting.
- H. The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- I. The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.mcom18.com](http://www.mcom18.com) within two working days of conclusion of the annual general meeting and will be communicated to BSE Limited, which is required to place them on their website. The same shall also be placed on the website of CDSL.
10. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.
11. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their demat accounts; will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately.
12. Corporate members intending to send their authorized representative to attend the meeting pursuant to the section 113 of the Companies Act, 2013 are requested to send to the company a certified true copy of the relevant board resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the meeting.
13. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. MCS Share Transfer Agent Limited, Ahmedabad, Registrar and Share Transfer agent of the Company immediately.
14. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. MCS Share Transfer Agent Limited, Ahmedabad, Registrar and Share Transfer agent of the Company.
15. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
16. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

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

18. Contact Details

|                                  |   |
|----------------------------------|---|
| Company                          | Madhuveer Com 18 Network Limited<br>Regd. Office: Office No. 812, Anand Mangal-3, Opp. Core House, Nr. Hirabag, Nr. Rajnagar Club, Ambavadi, Ahmedabad, Gujarat, 380006<br>Email: <a href="mailto:tohealpharmachem@gmail.com">tohealpharmachem@gmail.com</a><br>Website: <a href="http://www.mcom18.com">www.mcom18.com</a>         |
| Registrar & Share Transfer Agent | MCS Share Transfer Agent Limited<br>Add: 101, Shatdal Complex, 1 <sup>st</sup> Floor, Opp. Bata Show Room, Ashram Road, Shreyas Colony, Ahmedabad, Gujarat 380009<br>Email : <a href="mailto:mcsstaahmd@gmail.com">mcsstaahmd@gmail.com</a><br>Website: <a href="https://www.mcsregistrars.com/">https://www.mcsregistrars.com/</a> |
| E-Voting Agency                  | Central Depository Services (India) Limited<br>E-mail ID: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a><br>Phone: 022- 22723333/ 8588  |
| Scrutinizer                      | Ravi Kapoor, Practicing Company Secretary, Ahmedabad<br>Add: 4 <sup>th</sup> Floor, Shaival Plaza Gujarat College, Ellisbridge Ahmedabad- 380006<br>Email: <a href="mailto:Ravi@ravics.com">Ravi@ravics.com</a>   |

Annexure to the Notice

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India requires certain additional disclosures with respect to Directors seeking appointment/re-appointment at the ensuing Annual General Meeting which is mentioned below:

|  |  |  |
|--|--|--|
| <b>Name of Director</b>  | Mr. Dhruvin Shah   | Mr. Sagar Shah   |
| <b>DIN</b>   | 08801616   | 03082957   |
| <b>Date of Birth</b>   | 19/10/1996   | 15/03/1991   |
| <b>Age of Director</b>   | 28 Years   | 33 Years   |
| <b>Date of Appointment / Reappointment</b>   | 26-04-2024   | 26-04-2024   |
| <b>Qualification</b>   | Bachelor Of Fine Arts  | Masters' in Sustainable Waste Management, Masters' in Biotechnology  |
| <b>Experience</b>  | Having more than 6 Years in the event Management   | Having more than 8 Years of experience in the field of Fintech and Financial Technology.   |
| <b>Functional Expertise</b>  | Event Management   | Fintech and Financial Technology   |
| <b>Terms and Conditions of Appointment</b>   | Mr. Dhruvin Shah was appointed as an Additional Non-Executive Director in the meeting of the Board of Directors of the Company held on 26 <sup>th</sup> April, 2024 and in the same meeting he was appointed as a Managing Director for a period of 3 years w.e.f. 26 <sup>th</sup> April, 2024, subject to approval of members in this ensuing Annual General Meeting of the Company. | Mr. Sagar Shah was appointed as an Additional Non-Executive Director in the meeting of the Board of Directors of the Company held on 26 <sup>th</sup> April, 2024, subject to approval of members in this ensuing Annual General Meeting of the Company. |
| <b>Remuneration Paid</b>   | Nil  | Nil  |
| <b>Designation</b>   | Managing Director  | Director   |
| <b>Disclosure of relationship of Directors with Manager and KMP of the Company</b>   | Nil  | Nil  |
| <b>Names of other listed entities in which person holds Directorship and the membership of the committees of the Board</b> | Shukra Pharmaceuticals Limited   | Sera Investments & Finance India Limited   |

|  |                                |  |
|--|--------------------------------|--|
| <b>Chairman/ Director of other Company</b>   | Shukra Pharmaceuticals Limited | Sera Investments & Finance India Limited |
| <b>Number of shares held in the Company</b>  | 88,67,486                      | 70,49,240                                |
| <b>No. of Board Meetings attended during the year</b>  | Nil                            | Nil                                      |
| <b>Justification for appointment of Independent Director</b>   | N.A.                           | N.A.                                     |
| <b>Names of companies along with listed entities in which person has resigned in the past three years.</b>   | Nil                            | Nil                                      |
| <b>In case of independent Directors, Skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b> | N.A.                           | N.A.                                     |

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

The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013 ('Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations') sets out all material facts relating to the business(es) to be dealt at the 28<sup>th</sup> Annual General Meeting as mentioned under Item Nos. 3 to 5 of the accompanying Notice dated September 05, 2024:

**Item No. 3**

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee at their meeting held on 26.04.2024 appointed Mr. Dhruvin Shah (DIN: 08801616) as an Additional Director of the Company w.e.f. April 26, 2024 who shall hold the office upto this Annual General Meeting.

Mr. Dhruvin Shah (DIN: 08801616) is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his written consent to act as a Director of the Company. The Company has also received the notice under Section 160 of the Act from a member proposing him candidature as a Director of the Company.

Further in terms of Section 152 of the Companies Act, 2013 appointment of Mr. Dhruvin Shah (DIN: 08801616) as a Director of the Company shall require the approval of members of the Company by passing an Ordinary Resolution. Mr. Dhruvin Shah, shall be liable to retire by rotation.

Accordingly, the approval of the Members is sought for the appointment of Mr. Dhruvin Shah (DIN: 08801616) as a Director of the Company.

Except Mr. Dhruvin Shah, none of the other Directors and Key Managerial Personnel and their relatives is interested in the above resolution.

Your Board of Directors recommend passing of the resolution set out in Item No. 3 of the accompanying Notice as an Ordinary Resolution.

**Item No. 4**

The Board of Directors of the Company in its meeting held on April 26, 2024 has subject to approval of members of the Company, appointed Mr. Dhruvin Shah (DIN: 08801616), as a Managing Director of the Company for a period of 3 years w.e.f. April 26, 2024 to April 25, 2027 without any remuneration at present and with authority to the Board to pay remuneration to him from time to time within the overall limit prescribed in Part-II, Section II of Schedule V of the Companies Act, 2013 on recommendation by Nomination and Remuneration Committee.

As per provisions of Section 196 of the Companies Act, 2013 it is required to obtain approval of members at the ensuing General Meeting of the Company for appointment of Managing Director. Accordingly, approval of members by way of Special Resolution is sought for appointment of Mr. Dhruvin Shah (DIN: 08801616) as Managing Director of the Company.

Accordingly, the approval of the Members is sought for the appointment of Mr. Dhruvin Shah (DIN: 08801616) as a Managing Director of the Company.

Except Mr. Dhruvin Shah, none of the Directors and Key Managerial Personnel and their relatives is interested in the above resolution.

Your Board of Directors recommend passing of the resolution set out in Item No. 4 of the accompanying Notice as Special Resolution.

**Additional information as required under Schedule V of the Companies Act, 2013 is mentioned below:**

**A. General Information:****(i) Nature of Industry:**

The Company is in the business of event and media management.

**(ii) Date of Commencement of Commercial Production:**

The Company commenced commercial activities in the year 1995

**(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not Applicable as the Company is an existing company.

**(iv) Financial Performance based on given indicators – as per Audited financial results for the financial year 2023-24 and 2022-23:**

(Rs. In lakhs)

| Particulars              | 31.03.2024 | 31.03.2023 |
|--------------------------|------------|------------|
| Revenue / Sales          | 221.86     | 9.80       |
| Profit / Loss before tax | 368.00     | 1.35       |
| Profit / Loss after tax  | 275.35     | 1.01       |
| Shareholder's Fund       | 950.65     | 675.30     |

**(v) Foreign Investments or Collaborations: Nil**

**B. Information about appointee:**

**(i) Mr. Dhruvin Shah**

**a. Background details:** Mr. Dhruvin Shah is a Bachelor of Fine Arts (BFA) in acting for Film Academy (Los Angeles).

**b. Past remuneration:** Nil

**c. Recognition of awards:** Nil

**d. Job profile and his suitability:** Mr. Dhruvin Shah is a Bachelor of Fine Arts (BFA) in acting for Film Academy (Los Angeles). He is having more than 6 years of experience in the field of production house and possesses time management skill and customer radiations abilities.

**e. Remuneration proposed:** Nil

**f. Comparative remuneration profile with reference to industry, size of the Company, profile of the position and person:**

Since no remuneration is proposed to be paid to Mr. Dhruvin Shah and therefore this details are not applicable to the Company.

**g. Pecuniary relationship directly or indirectly with the Company or relationship with the management personnel, if any:** Nil

**C. Other Information:**

**i) Reason for loss or inadequacy of profit:** Due to change of management.

**ii) Steps taken or proposed to be taken for improvement and expected increase in productivity and profit in measurable terms:** the new management is in process to utilize all resources in full capacity to achieve better results in the upcoming years.

**Item No. 5**

On recommendation of Nomination and Remuneration Committee of the Company, Mr. Sagar Sameer Shah, (DIN: 03082957), was appointed by the Board of Directors of the Company at its meeting held on 26.04.2024, as Additional Non-Executive Director of the Company effective 26.04.2024 in terms of Section 161 of the Companies Act, 2013. He will hold the office upto this Annual General Meeting.

Mr. Sagar Sameer Shah, (DIN: 03082957) is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his written consent to act as a Director of the Company. The Company has also received the notice under Section 160 of the Act from a member proposing him candidature as a Director of the Company.

Further in terms of Section 152 of the Companies Act, 2013 appointment of Mr. Sagar Sameer Shah, (DIN: 03082957) as a Director of the Company shall require the approval of members of the Company by passing an Ordinary Resolution. Mr. Sagar Sameer Shah, shall be liable to retire be rotation.

Accordingly, the approval of the Members is sought for the appointment of Mr. Sagar Sameer Shah, (DIN: 03082957) as a Director of the Company.

Except Mr. Sagar Sameer Shah, none of the Directors and Key Managerial Personnel and their relatives is interested in the above resolution.

Your Board of Directors recommend passing of the resolution set out in Item No. 5 of the accompanying Notice as an Ordinary Resolution.

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

**Date: 05/09/2024  
Place: Ahmedabad**

**Sd/-  
Dhruvin Shah  
Managing Director  
DIN: 08801616**

**Registered Office:**  
Office no. 812, Anand Mangal-3,  
Opp. Core House,  
Nr. Hirabag, Nr. Rajnagar Club,  
Ambavadi, Ahmedabad – 380006  
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