

NOTICE

NOTICE is hereby given that the **THIRTY FIRST ANNUAL GENERAL MEETING** of Fischer Medical Ventures Limited (Formerly known as Fischer Chemic Limited) will be held through Video Conferencing / Other Audiovisual Means ("OAVM ") on Tuesday, the September 17 2024 at 11 A.M (IST) to transact the following businesses:

ORDINARY BUSINESS:

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS ALONG WITH AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31/03/2024 TOGETHER WITH THE REPORTS OF AUDITOR AND BOARD OF DIRECTORS THEREON:**

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

"RESOLVED THAT the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the Financial Year Ended 31/03/2024 and the reports of the Auditor and Board of Directors thereon laid before this meeting, be and are hereby approved and adopted".

- 2. TO APPOINT A DIRECTOR, IN THE PLACE OF MS. SVETLANA RAO RAVIWADA (DIN: 06899295) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR REAPPOINTMENT:**

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Svetlana Rao Raviwada (DIN: 06899295), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation".

SPECIAL BUSINESS:

- 3. TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROMOTOR AND NON-PROMOTER FOR CONSIDERATION OTHER THAN CASH:**

"RESOLVED THAT pursuant to Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) ("the Act") and the enabling provisions of the Memorandum and

Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR), Regulations") and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (Takeover Code") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India ("GOI"), Reserve Bank of India ("RBI") and the provisions of the Foreign Exchange Management Act, 1999, the Registrar of Companies (the "ROC"), Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI") and the Stock Exchanges where the shares of the Company are listed ("Stock Exchanges") and/or any other competent authorities (hereinafter referred to as 'Applicable Regulatory Authorities') to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called '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 or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create offer, issue allot and deliver in one or more tranches up to 3,36,471 (Three Lakh Thirty Six Thousand Four Hundred and Seventy one only) Equity Shares of Rs. 10/- [Rupees Ten] each fully paid up at an issue price of Rs. 550/- [Rupees Five Hundred and Fifty] per share total aggregating to Rs. 18,50,59,050 [Rupees Eighteen Crores Fifty Lakhs Fifty Nine Thousand and Fifty only] which is not less than the price determined in accordance with Chapter

NOTICE (Contd.)

V of the SEBI ICDR Regulations (hereinafter referred to as the "Floor Price"), for consideration other than cash i.e. swap of shares to the Proposed Allottee as listed in the below table in return for the acquisition of 1,83,24,112 Shares representing 86.80% shareholding of the Pellucid Networks Private Limited ("Pellucid" or "Target Company") on a preferential basis ("Preferential

Allotment"), as per the respective categories tabled below, pursuant to the such terms and conditions, as determined by the Board, in accordance with the SEBI ICDR Regulations, and other applicable laws and the aforesaid 3,36,471 fully paid-up Equity Shares shall be issued and allotted to the Proposed Allottees, on a proportionate basis in proportion to the shareholding held by them in Pellucid.

The financial performance of your company is stated hereunder:

(INR . In Lakhs)

Sr #	Name of the Proposed Allottee	Category	Maximum No. of shares proposed to be allotted
1	ZIG Ventures Limited	Non-Promoter	1,57,535
2	SNS Holdings Private. Limited	Non-Promoter	86,848
3	Ravindran Govindan	Promoter	67,484
4	Ong Kok Wah	Non-Promoter	24,604
Total			3,36,471

"RESOLVED FURTHER THAT the equity shares to be issued and allotted to the proposed Allottees shall be fully paid up and rank pari passu with the existing equity shares of the Company, in all respects from the date of allotment thereof, and 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".

"RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares is August 16 2024 i.e., 30 days prior to the date of Passing of the Special Resolution in the General Meeting."

"RESOLVED FURTHER THAT the offer, issue, and allotment of the aforesaid Equity Shares to the proposed allottees shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case maybe.
- b) The equity shares to be allotted shall be subject to lock-in for such period, as specified in the provisions of Chapter V of the SEBI ICDR Regulations and allotted equity shares shall be

listed on the stock exchanges subject to the receipt of necessary permissions and approvals.

- c) The equity shares shall be allotted in dematerialised form within a period of 15 days from the date of passing the special resolution by the Members, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any Regulatory Authority or Government of India, the allotment shall be completed within a period of 15 days from the receipt of last of such approval or permissions.
- d) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.
- e) Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.
- f) The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to make an offer to the proposed allottees through private placement offer cum application

NOTICE (Contd.)

letter (In the format of 'Form PAS-4') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchange."

"RESOLVED FURTHER THAT pursuant to the provisions of SEBI ICDR Regulations, 2018 and other applicable laws, the Board be and is hereby authorised to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter in Form PAS- 4 as prescribed under the Companies Act, 2013, without being required to seek any further Consent or Approval of the Members."

"RESOLVED FURTHER THAT the members of the Company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issued of equity shares on preferential basis is being made in accordance with the SEBI ICDR Regulations".

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorise such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and application for in-principle approval, listing approval thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, issue and allotment of the Subscription Shares and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."

"RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any committee of the board of directors of the Company or to any one or more directors, officer(s) or authorised signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

4. TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTER FOR CONSIDERATION OTHER THAN CASH:

"RESOLVED THAT pursuant to Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) ("the Act") and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR), Regulations") and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (Takeover) Code") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India ("GOI"), Reserve Bank of India ("RBI") and the provisions of the Foreign Exchange Management Act, 1999, the Registrar of Companies (the "ROC"),

NOTICE (Contd.)

Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI") and the Stock Exchanges where the shares of the Company are listed ("Stock Exchanges") and/or any other competent authorities (hereinafter referred to as 'Applicable Regulatory Authorities') to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called '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 or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the

Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create offer, issue allot and deliver in one or more tranches up to 3,81,818 [Three Lakhs Eighty One Thousand Eight Hundred and Eighteen] Equity Shares of INR 10/- [INR Ten] each fully paid up at an issue price of INR 550/- [INR Five Hundred and Fifty] per share total aggregating to INR 20,99,99,900 [INR Twenty Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred only], which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "Floor Price"), for consideration other than cash i.e. swap of shares to the Proposed Allottee as listed in the below table in return for the acquisition of 1,05,19,088 Shares representing 20% shareholding of the Health Digital Technologies Sdn Bhd. ("Health Digital" or "Target Company") on a preferential basis ("Preferential Allotment"), as per the respective categories tabled below, pursuant to the such terms and conditions, as determined by the Board, in accordance with the SEBI ICDR Regulations, and other applicable laws and the aforesaid 3,81,818 fully paid-up Equity Shares shall be issued and allotted to the Proposed Allottee.

Sr #	Name of the Proposed Allottee	Category	Maximum No. of shares proposed to be allotted
1	HEALTH DIGITAL TECHNOLOGIES SDN. BHD.	Non-Promoter	3,81,818
Total			3,81,818

"RESOLVED FURTHER THAT the equity shares to be issued and allotted to the proposed Allottees shall be fully paid up and rank pari passu with the existing equity shares of the Company, in all respects from the date of allotment thereof, and 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".

"RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares is August 16 2024 i.e., 30 days prior to the date of Passing of the Special Resolution in the General Meeting."

"RESOLVED FURTHER THAT the offer, issue, and allotment of the aforesaid Equity Shares to the proposed allottees shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case may be.
- The equity shares to be allotted shall be subject to lock-in for such period, as specified in the provisions of Chapter V of the SEBI ICDR Regulations and allotted equity shares shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.
- The equity shares shall be allotted in dematerialised form within a period of 15 days from the date of passing the special resolution by the Members, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any Regulatory Authority or Government of India, the allotment shall be completed within a period of 15 days from the receipt of last of such approval or permissions.

NOTICE (Contd.)

- d) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.
- e) Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.
- f) The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to make an offer to the proposed allottees through private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchange."

"RESOLVED FURTHER THAT pursuant to the provisions of SEBI ICDR Regulations, 2018 and other applicable laws, the Board be and is hereby authorised to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter in Form PAS- 4 as prescribed under the Companies Act, 2013, without being required to seek any further Consent or Approval of the Members."

"RESOLVED FURTHER THAT the members of the Company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issued of equity shares on preferential basis is being made in accordance with the SEBI ICDR Regulations".

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorise such persons

as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and application for in-principle approval, listing approval thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, issue and allotment of the Subscription Shares and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."

"RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any committee of the board of directors of the Company or to any one or more directors, officer(s) or authorised signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

5. TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTER FOR CONSIDERATION OTHER THAN CASH:

"RESOLVED THAT pursuant to Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) ("the Act") and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,

NOTICE (Contd.)

2018 ("SEBI (ICDR) Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR), Regulations") and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (Takeover Code)") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India ("GOI"), Reserve Bank of India ("RBI") and the provisions of the Foreign Exchange Management Act, 1999, the Registrar of Companies (the "ROC"), Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI") and the Stock Exchanges where the shares of the Company are listed ("Stock Exchanges") and/or any other competent authorities (hereinafter referred to as 'Applicable Regulatory Authorities') to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called '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 or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create offer, issue allot and deliver in one or more tranches up to 2,29,091 [Two Lakhs Twenty Nine Thousand Ninety One] Equity Shares of INR 10/- [INR Ten] each fully paid up at an issue price of INR 550/- [INR Five Hundred and Fifty] per share total aggregating to INR 12,60,00,050 [INR Twelve crore Sixty Lakhs Fifty Thousand only], which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "Floor Price"), for consideration other than cash i.e. swap of shares to the Proposed Allottee as listed in the below table in return for the acquisition of 50 Equity Shares representing 20% shareholding of the USP Data Labs PTE.LTD. ("USP" or "Target Company") on a preferential basis ("Preferential Allotment"), as per the respective categories tabled below, pursuant to the such terms and conditions, as determined by the Board, in accordance with the SEBI ICDR Regulations, and other applicable laws and the aforesaid 2,29,091 fully paid-up Equity Shares shall be issued and allotted to the Proposed Allottees, on a proportionate basis in proportion to the shareholding held by them in USP.

Sr #	Name of the Proposed Allottee	Category	Maximum No. of shares proposed to be allotted
1	Sriram Kusumanchi	Non-Promoter	229,091
Total			229,091

"RESOLVED FURTHER THAT the equity shares to be issued and allotted to the proposed Allottees shall be fully paid up and rank pari passu with the existing equity shares of the Company, in all respects from the date of allotment thereof, and 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".

"RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares is August 16 2024 i.e., 30 days prior to the date of Passing of the Special Resolution in the General Meeting."

"RESOLVED FURTHER THAT the offer, issue, and allotment of the aforesaid Equity Shares to the proposed allottees shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case may be.
- The equity shares to be allotted shall be subject to lock-in for such period, as specified in the provisions of Chapter V of the SEBI ICDR Regulations and allotted equity shares shall be

NOTICE (Contd.)

listed on the stock exchanges subject to the receipt of necessary permissions and approvals.

- c) The equity shares shall be allotted in dematerialised form within a period of 15 days from the date of passing the special resolution by the Members, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any Regulatory Authority or Government of India, the allotment shall be completed within a period of 15 days from the receipt of last of such approval or permissions.
- d) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.
- e) Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.
- f) The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to make an offer to the proposed allottees through private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchange."

"RESOLVED FURTHER THAT pursuant to the provisions of SEBI ICDR Regulations, 2018 and other applicable laws, the Board be and is hereby authorised to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter in Form PAS- 4 as prescribed under the Companies Act, 2013, without being required to seek any further Consent or Approval of the Members."

"RESOLVED FURTHER THAT the members of the Company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issued of equity shares on preferential basis is being made in accordance with the SEBI ICDR Regulations".

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorise such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and application for in-principle approval, listing approval thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, issue and allotment of the Subscription Shares and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."

"RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any committee of the board of directors of the Company or to any one or more directors, officer(s) or authorised signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

NOTICE (Contd.)

6. TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTER FOR CONSIDERATION OTHER THAN CASH:

“**RESOLVED THAT** pursuant to Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”) and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR), Regulations”) and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI (Takeover) Code”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“GOI”), Reserve Bank of India (“RBI”) and the provisions of the Foreign Exchange Management Act, 1999, the Registrar of Companies (the “ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and the Stock Exchanges where the shares of the Company are listed (“Stock Exchanges”) and/or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any,

of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called ‘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 or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create offer, issue allot and deliver in one or more tranches up to 4,25,455 [Four Lakhs Twenty Five Thousand Four Hundred and Fifty five only] Equity Shares of INR 10/- [INR Ten] each fully paid up at an issue price of INR 550/- [INR Five Hundred and Fifty] per share total aggregating to INR 23,18,92,100 [INR Twenty Three Lakhs Eighteen Lakh NinetyTwo Thousand Hundred], which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the “Floor Price”), for consideration other than cash i.e. swap of shares to the Proposed Allottee as listed in the below table in return for the acquisition of 2,63,514 Equity Shares representing 13% shareholding of the Edusoft Healthcare Private Limited. (“Edusoft” or “Target Company”) on a preferential basis (“Preferential Allotment”), as per the respective categories tabled below, pursuant to the such terms and conditions, as determined by the Board, in accordance with the SEBI ICDR Regulations, and other applicable laws and the aforesaid fully paid-up Equity Shares shall be issued and allotted to the Proposed Allottee.

Sr #	Name of the Proposed Allottee	Category	Maximum No. of shares proposed to be allotted
1	Edusoft Healthcare Private Limited	Non-Promoter	4,25,455
Total			4,25,455

“**RESOLVED FURTHER THAT** the equity shares to be issued and allotted to the proposed Allottees shall be fully paid up and rank pari passu with the existing equity shares of the Company, in all respects from the date of allotment thereof, and 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”.

“**RESOLVED FURTHER THAT** the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares is August 16 2024 i.e., 30 days prior to the date of Passing of the Special Resolution in the General Meeting.”

“**RESOLVED FURTHER THAT** the offer, issue, and allotment of the aforesaid Equity Shares to the proposed

NOTICE (Contd.)

allottees shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case maybe.
- b) The equity shares to be allotted shall be subject to lock-in for such period, as specified in the provisions of Chapter V of the SEBI ICDR Regulations and allotted equity shares shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.
- c) The equity shares shall be allotted in dematerialised form within a period of 15 days from the date of passing the special resolution by the Members, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any Regulatory Authority or Government of India, the allotment shall be completed within a period of 15 days from the receipt of last of such approval or permissions.
- d) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.
- e) Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.
- f) The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to make an offer to the proposed allottees through private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchange."

"RESOLVED FURTHER THAT pursuant to the provisions of SEBI ICDR Regulations, 2018 and other applicable laws, the Board be and is hereby authorised to

decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter in Form PAS- 4 as prescribed under the Companies Act, 2013, without being required to seek any further Consent or Approval of the Members."

"RESOLVED FURTHER THAT the members of the Company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issued of equity shares on preferential basis is being made in accordance with the SEBI ICDR Regulations".

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorise such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and application for in-principle approval, listing approval thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, issue and allotment of the Subscription Shares and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."

"RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any committee of the board of directors of the Company or to any one or more directors, officer(s) or authorised signatory(ies) including execution of any documents on behalf of the Company and to represent

NOTICE (Contd.)

the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

7. TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROMOTOR AND NON-PROMOTER FOR CONSIDERATION OTHER THAN CASH:

"RESOLVED THAT pursuant to Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) ("the Act") and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR), Regulations") and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (Takeover Code)") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India ("GOI"), Reserve Bank of India ("RBI") and the provisions of the Foreign Exchange Management Act, 1999, the Registrar of Companies (the "ROC"), Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI") and the Stock Exchanges where the shares of the Company are

listed ("Stock Exchanges") and/or any other competent authorities (hereinafter referred to as 'Applicable Regulatory Authorities') to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called '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 or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create offer, issue allot and deliver in one or more tranches up to 4,58,182 [Four Lakhs Fifty Eight Thousand One Hundred and Eighty Two] Equity Shares of INR 10/- [INR Ten] each fully paid up at an issue price of INR 550/- [INR Five Hundred and Fifty only] per share total aggregating to INR 25,20,00,100 [Twenty Five Crores Twenty Lakhs and One Hundred only], which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "Floor Price"), for consideration other than cash i.e. swap of shares to the Proposed Allottee as listed in the below table in return for the acquisition of Non-interest bearing Compulsory Convertible Preference Shares representing 20% shareholding of the WonderTech Group. ("WonderTech" or "Target Company") on a preferential basis ("Preferential Allotment"), as per the respective categories tabled below, pursuant to the such terms and conditions, as determined by the Board, in accordance with the SEBI ICDR Regulations, and other applicable laws and the aforesaid fully paid-up Equity Shares shall be issued and allotted to the Proposed Allottee.

Sr #	Name of the Proposed Allottee	Category	Maximum No. of shares proposed to be allotted
1	WonderTech Group	Non-Promoter	4,58,182
Total			4,58,182

NOTICE (Contd.)

"RESOLVED FURTHER THAT the equity shares to be issued and allotted to the proposed Allottees shall be fully paid up and rank pari passu with the existing equity shares of the Company, in all respects from the date of allotment thereof, and 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".

"RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares is Friday August 16 2024 i.e., 30 days prior to the date of Passing of the Special Resolution in the General Meeting."

"RESOLVED FURTHER THAT the offer, issue, and allotment of the aforesaid Equity Shares to the proposed allottees shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case maybe.
- b) The equity shares to be allotted shall be subject to lock-in for such period, as specified in the provisions of Chapter V of the SEBI ICDR Regulations and allotted equity shares shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.
- c) The equity shares shall be allotted in dematerialised form within a period of 15 days from the date of passing the special resolution by the Members, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any Regulatory Authority or Government of India, the allotment shall be completed within a period of 15 days from the receipt of last of such approval or permissions.
- d) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.
- e) Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

- f) The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to make an offer to the proposed allottees through private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchange."

"RESOLVED FURTHER THAT pursuant to the provisions of SEBI ICDR Regulations, 2018 and other applicable laws, the Board be and is hereby authorised to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter in Form PAS- 4 as prescribed under the Companies Act, 2013, without being required to seek any further Consent or Approval of the Members."

"RESOLVED FURTHER THAT the members of the Company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issued of equity shares on preferential basis is being made in accordance with the SEBI ICDR Regulations".

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorise such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and application for in-principle approval, listing approval thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, filing

NOTICE (Contd.)

requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, issue and allotment of the Subscription Shares and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."

"RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any committee of the board of directors of the Company or to any one or more directors, officer(s) or authorised signatory(ies) including execution of any documents on behalf of the Company and to represent

the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

Place: Mumbai

Date : August 14 2024

BY ORDER OF THE BOARD

RAVINDRAN GOVINDAN

CHAIRMAN AND MANAGING DIRECTOR

DIN: 03137661

NOTICE (Contd.)

I. GENERAL INSTRUCTIONS & INFORMATION:

1. The Statement setting out the material facts concerning each item of special business to be transacted at the Annual General Meeting, in terms of Section 102 of the Companies Act, 2013, is enclosed hereto. Relevant documents as referred to in the Notice of Annual General Meeting and the said Statement will be available for online inspection at the Website of the Company till the conclusion of the Annual General Meeting. For online inspection, go to / click on the following Website Link: www.fischermv.com.
2. In view of the General Circular No. 02/2022 dated May 05 2022, 11/2022 dated December 28 2022 issued by the Ministry of Corporate Affairs (MCA) and in compliance with the provisions of the Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including any statutory modification(s) or re-enactment thereof physical attendance of the Members at the AGM venue is not required and the AGM can be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate at the ensuing AGM through VC / OAVM.
3. The relevant details, pursuant to Regulations 36 (3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
4. Pursuant to the General Circular No. 02/2022 dated May 05 2022, issued by the Ministry of Corporate Affairs (MCA), the facility to appoint proxy to attend and cast vote on behalf of the members is not applicable for this 31st AGM. Hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-Voting.
5. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend AGM without restriction on account of first come first served basis.
6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorisation shall be sent to the Scrutiniser by email through its registered email address to csnuren@gmail.com / cs@fischermv.com, with a copy marked to evoting@nsdl.co.in.
7. In compliance with the aforesaid MCA Circulars dated May 05 2022, Notice of the 31st AGM along with the Annual Report 2023 - 2024 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories as on Friday, 23/08/2024. Members may note that the Notice and Annual Report 2023 - 2024 will also be available on the Company's website www.fischermv.com and website of the Stock Exchange i.e., BSE Limited at www.bseindia.com, and on the website of NSDL www.evoting.nsdl.com.
8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members holding shares in electronic form are requested to advise change of their address to their Depository Participants. Members are also advised not to leave their demat account(s) dormant for a long period. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent

NOTICE (Contd.)

Account Number (PAN) by every participant of securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

11. Members holding shares in physical form, in their own interest, are requested to dematerialise the shares to avail the benefits of electronic holding / trading.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP's in case the shares are held by them in electronic form to their Depositories.
13. Members, holding shares in physical form, are requested to notify / send the following to the Registrar and Share Transfer Agent Adroit Corporate Services Pvt.Ltd. of the Company: -
 - a) any change in their address / bank mandate.
 - b) particulars of their bank account, in case they have not been sent earlier.
 - c) nomination in Form SH-13, in duplicate, as provided under Section 72 of the Companies Act, 2013, in case they have not been sent earlier.
 - d) share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into one account.
14. Pursuant to the provisions of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e- Voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency.
15. The register of members and the share transfer register will remain closed for a period of seven days from **September 11 2024** to **September 17 2024** (both days inclusive) for the purpose of AGM.
16. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. Members shall be entitled to one vote for every one share held by him / her / it in the Company.
17. 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 **September 10 2024**. Members whose names appear on the Register of Members / List of Beneficial Owners as on Cut-off date i.e., **September 10 2024** will be considered for the purpose of availing Remote e-Voting or Vote in the Annual General Meeting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
18. The board has appointed CS Nuren Lodaya, Practising Company Secretary holding membership (CP No. 24248) issued by the Institute of Company Secretaries of India (ICSI) to Scrutinise the e-Voting process in a fair and transparent manner.
19. The Scrutiniser shall, immediately after the conclusion of voting at Annual General Meeting, unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company. Scrutiniser shall within 2 working days of conclusion of the meeting submit his report to the Chairman & Managing Director / Chief Financial Officer / Company Secretary of the Company.
20. The voting results of the Annual General Meeting will be declared and communicated to the Stock Exchanges and would also be displayed on the Company's website at www.fischermv.com and will also available in website of NSDL www.evoting.nsdl.com.
21. Members may post their questions by email addressed to cs@fischermv.com not less than 14 days before the date of Annual General Meeting by providing relevant Membership details for the purpose of identification including Name, Folio Number / Client ID / DP ID and the same will be

NOTICE (Contd.)

addressed by the Company in the Annual General Meeting, suitably.

22. Register of Directors and Key Managerial Personnel and their Shareholding as maintained in terms of Section 170 of the Companies Act, 2013 and relevant Rules made thereunder will be available for online inspection in the Website of the Company, one day before the date of Annual General Meeting till the conclusion of the Annual General Meeting. For online inspection, go to / click on the following Website Link www.fischermv.com.
23. Register of Contracts or Arrangements in which Directors are interested as maintained in terms of Section 189 of the Companies Act, 2013 and relevant Rules made thereunder will be available for online inspection in the Website of the Company, one day before the date of Annual General Meeting till the conclusion of the Annual General Meeting. For online inspection, go to / click on the following Website Link www.fischermv.com.
24. Separate Audited Accounts of Subsidiary of the Company will be available in the Website of the

Company not less than 21 days before the date of Annual General Meeting. For online inspection, go to / click on the following Website Link www.fischermv.com.

II. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Saturday, 14/09/2024 at 9:00 A.M. and ends on Monday, 16/09/2024 at 5:00 P.M. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

HOW DO I VOTE ELECTRONICALLY USING NSDL E-VOTING SYSTEM?

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 (Login Method)

Step 2: Cast your vote electronically and join virtual meeting on NSDL e-Voting system (e-Voting)


A) Login method for e-Voting and joining virtual meeting for Individual Shareholders holding Securities in Demat Mode:

In terms of SEBI circular dated **December 09 2020** on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in Demat Mode are allowed to vote through their Demat Account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat Accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in Demat Mode is give

Type of shareholders	Login Method
Individual Shareholders holding Securities in Demat Mode with NSDL	<p>A. NSDL IDeAS facility</p> <ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz., https://eservices.nsdl.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 e-Voting period.

NOTICE (Contd.)

Type of shareholders	Login Method
	<p>2. If you are not Registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDe AS Portal" or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p>
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote after the meeting.</p>
	<p>4. Shareholders / Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="699 904 1018 1099" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
<p>Individual Shareholders holding Securities in Demat Mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their User ID and Password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of (e-Voting Service Provider) i.e., NSDL. Click on NSDL to cast your vote. If the User is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the User can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the Demat Account. After successful authentication, user will be provided link.
<p>Individual Shareholders (holding securities in Demat Mode) login through their Depository Participants.</p>	<ol style="list-style-type: none"> You can also login using the login credentials of your Demat Account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. Once logged in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository Site after successful authentication, wherein you can see e-Voting feature. <p>Click on options available against Company name or e-Voting Service Provider- NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e- Voting period or joining virtual meeting & voting after the meeting.</p>

Important note:

Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

[Helpdesk for Individual Shareholders holding Securities in Demat Mode for any technical issues related to login through Depository i.e., NSDL and CDSL.](#)

NOTICE (Contd.)

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

B) Login Method for e-Voting and joining virtual meeting 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 e-services i.e., IDeAS, you can log-in at [https:// eservices.nsdl.com/](https://eservices.nsdl.com/) with your existing **IDeAS** login. Once you log-in to NSDL e-services 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 :

Manner of holding Shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
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 (to be included) followed by Folio Number registered with the Company For example if folio Number is 001*** and EVEN is 130071 then user ID is 130071001***

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. 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

NOTICE (Contd.)

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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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.co.in mentioning your Demat Account Number / Folio Number, PAN, Name and 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" 130071) of the Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/ OAVM" link placed under "Join General Meeting".

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.

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), AADHAAR (Self-Attested Scanned Copy of Aadhaar Card) by email to rtaclientservice@adroitcorporate.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), AADHAAR (Self-Attested Scanned Copy of Aadhaar Card) to rtaclientservice@adroitcorporate.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 and joining virtual meeting for Individual Shareholders Holding Securities in Demat Mode.
3. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.

NOTICE (Contd.)

2. Only those Members / Shareholders, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM after the conclusion of AGM till expiry of 30 minutes.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

The details of the person who may be contacted for any grievances connected with the facility for eVoting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC / OAVM through the **NSDL e- Voting system**. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "**VC / OAVM link**" placed under "**Join General meeting**" menu against Company Name. You are requested to click on VC / OAVM link placed under Join General Meeting menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

5. Shareholders may post their questions by email addressed to cs@fischermv.com not less than 2 days before the date of Annual General Meeting by providing relevant Membership details for the purpose of identification including Name, Folio Number / Client ID / DP ID and the same will be addressed by the Company in the Annual General Meeting, suitably.
6. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.com or use Toll free No.1800 - 22 - 990 or Contact Mr. Amit Vishal, Senior Manager, NSDL at the designated email ID: evoting@nsdl.com or amitv@nsdl.com or Telephone No. 022 - 24994360 or Contact Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: evoting@nsdl.com or pallavid@nsdl.co.in or at Telephone No.022 - 24994545.

III. OTHER INFORMATION:

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 to reset the password.

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 or call on toll free no.: 1800 - 222 - 990 or send a request to (Name of NSDL Official) at evoting.nsdl.co.in.

If you are already registered with NSDL for e-Voting then you can use your existing User ID and Password / PIN for casting your vote.

You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

NOTICE (Contd.)

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:
PARTICULARS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AS REQUIRED TO BE FURNISHED UNDER CLAUSE 1.2.5 OF THE (SS - 2) SECRETARIAL STANDARD ON GENERAL MEETINGS / REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015
Item No.2

Pursuant to the provisions of Section 152 of the Companies Act, 2013, , Ms. Svetlana Rao Raviwada (DIN: 06899295) of the Company, retires at this Annual General Meeting and being eligible for Re-appointment, offers herself for Re-appointment subject to approval of Shareholders.

Further in terms of Regulation 36 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, a Brief resume of the Director who is proposed to be re-appointed in this meeting, nature of her expertise in specific functional areas, disclosure of relationships between Directors inter-se, her other Directorship and the membership, her shareholdings are given below:

Name	Svetlana Rao Raviwada
Age	40 Years
DIN	06899295
Qualification	<ul style="list-style-type: none"> • Bachelors in Engineering - Electronics and Communications • MS in Strategic Management • Bachelors in Law LLB
Experience and other details	Svetlana Rao embarked on her professional journey as a technical expert within the core Telecom Domain, a leadership role within R&D division. She specialised in the restructuring of large family-owned businesses, offering bespoke business and investment solutions.
Current remuneration (last drawn remuneration)	Nil
Shareholding in the Company	Nil
Date of first appointment on the Board	04/05/2024
Details of remuneration last drawn	Nil
Details of remuneration sought to be paid	As per the terms of Resolution approved by the shareholders through recently concluded Postal Ballot.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Number of meetings of the Board attended during the year	Attended 2 Board Meeting during the period.
Chairperson / Membership of the Statutory Committee(s) of Board of Directors	Nil
Other Directorships, Memberships / Chairmanship of Committees of other Boards	Time Medical International Ventures (India) Private Limited Flyncare Health Innovations Private Limited

NOTICE (Contd.)

Item No.3

The Members are hereby informed that the Board in its meeting held on August 14 2024, has approved the acquisition of shareholding of Pellucid Networks PTE Limited ("Target Company") to enter into the growing market of Health Care industry with innovative and disruptive technologies. For the said acquisition it is decided to acquire 183,24,112 Equity Shares constituting 86.80 % stake of the Target Company from the equity shareholders of the Target Company. As a purchase consideration for the said acquisition, the Company has proposed to allot its equity shares to the shareholders of the target company being the partial payment towards the swap shares.

For acquisition of the equity shares of target company, it is proposed to issue and allot equity shares of the Company on a preferential basis for consideration other cash. Accordingly, the Board pursuant to its resolution dated August 14 2024, has approved the issue of upto 3,36,471 (Three Lakh Thirty Six Thousand Four Hundred and Seventy one only) Equity Shares of INR 10/- (INR Ten only) each at a price of INR 550/- (INR Five Hundred and Fifty only) per share on preferential basis to the Proposed Allottees for a consideration other than cash, which is not less than the floor price prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") on a preferential basis.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations ") are as follows:

1. Objects of the Preferential Issue:

The object of the issue is to discharge the total Purchase Consideration payable for the acquisition of the Target Company by acquiring 3,36,471 Shares constituting 86.80% stake of the Target Company from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in resolution at Item Number 3 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchanges.

2. The total/maximum number of securities to be issued / particulars of the offer / Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:

The resolution set out in the accompanying notice authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 3,36,471 (Three Lakh Thirty Six Thousand Four Hundred and Seventy one only) Equity Shares of INR 10/- (INR Ten only) at a Premium of INR 540/- (INR Five Hundred and Forty Only) per Equity Share on a preferential basis.

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:

The Equity Shares of the Company are listed on BSE Limited. The Equity shares of the Company is infrequently traded, the price is determined pursuant to Regulation 165 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Relevant Date, as per the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for determination of the issue price of Equity Shares is Tuesday August 16 2024. The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of INR 550/- (INR Five Hundred and Fifty only) per Equity Share which is not less than the price as determined by the registered valuer.

A valuation report from an independent registered valuer is obtained pursuant Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The valuation report of the Registered Valuer pursuant to Regulation 165 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the Company website on the following link <https://www.fischermv.com>

NOTICE (Contd.)

4. Name and Address of Valuer who performed Valuation of the Target Company:

GANESH NATARAJAN, Registered Valuer (Securities and Financial Assets) Chartered Accountant,
New No. 184, Old No. 214, MMPDA Tower, 2nd Floor, Royapeetah High Road, Chennai - 600014,
EMAIL - ganesh@gururam.co.in

The valuation report of the Registered Valuer pursuant to Regulation 165 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the Company website on the following link <https://www.fischermv.com>

5. Amount which the Company intends to raise by way of issue of Equity Shares:

The shares are being allotted for a consideration other than cash as part of the consideration payable for the acquisition as mentioned above.

6. Principal terms of Assets charged as securities:

The Equity Shares are being issued on a preferential basis for a consideration other than cash at an issue price of of INR 10/- (INR Ten Only) per Equity Share at a Premium of INR 540/- (INR Five Hundred and Forty Only) total aggregating to not exceeding INR 18,50,59,050 (Eighteen Crore Fifty Lakhs Fifty Nine Thousand Fifty) towards the full payment of total consideration payable by the Company for the acquisition of 86.80% issued and Paid-Up Share Capital of the Target Company.

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company.

7. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:

None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects except Mr.Ravindran Govindan, Chairman & Managing Director who is an existing shareholder of Target Company.

8. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Sl. No.	Category	Pre-issue shareholding		Post- issue shareholding*	
		No. of Equity Shares	% Of Shareholding	No. of Equity Shares	% Of Shareholding
A	Promoters and Promoter Group Holding				
1	Indian				
	Individual	69,00,153	12.90	69,67,637	12.35
2	Foreign				
	Body Corporate	3,31,76,112	62.01	3,31,76,112	58.84
	Sub Total (A)	4,00,76,265	74.91	4,01,43,749	71.20
B	Non-Promoter Holding				
B1	Institutions				
	Alternate Investment Fund	9,00,000	1.68	9,00,000	1.59
	Foreign Portfolio Investor	27,15,000	5.07	28,65,000	5.08
	Sub Total (B1)	36,15,000	6.75	37,65,000	6.68
B2	Non – Institutions				
1	Individuals (share Capital up to Rs. 2 lakhs)	2,58,284	0.48	2,58,284	0.45
2	Individuals (share Capital in excess of Rs. 2 lakhs)	85,56,213	15.99	94,56,213	16.77
3	Directors and their relatives (excluding independent directors and nominee directors)	-	-	-	-
4	Any Other (specify)				
a.	Non-Resident Indians (NRIs)	1,370	0.0025	2,55,065	0.45

NOTICE (Contd.)

Sl. No.	Category	Pre-issue shareholding		Post- issue shareholding*	
		No. of Equity Shares	% Of Shareholding	No. of Equity Shares	% Of Shareholding
b.	Bodies Corporate	1,04,931	0.20	16,14,769	2.86
c.	Trusts	5	0.00	5	0.00
d.	HUF	8,87,927	1.66	8,87,927	1.57
e.	Corporate Body - Broker	5	0.00	5	0.00
	Sub Total (B2)	25,00,000	18.33	1,24,72,263	22.12
	Sub-Total (B) [B1+ B2]	1,34,23,735	25.03	1,62,37,263	28.79
C1	Shares underlying DRs	-	-	-	-
C2	Shares held by Employee Trust	-	-	-	-
C	Non-Promoter – Non- Public	-	-	-	-
	Grand Total (A+B+C)	5,35,00,000	100	5,63,81,017	100.00

The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares & warrants & full conversion of warrants in to Equity shares.

- 9. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:** The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).
- 10. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:**
The proposed preferential issue does not result change in control of the Company.
- 11. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**
During the financial year 2024-2025, the Company has not made Preferential allotment
- 12. Valuation for consideration other than cash:**
The valuation of the same is based on the independent valuation report received from by BHAVESH M RATHOD, Registered Valuer(Securities and Financial Assets) Chartered Accountant, No.515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai, Maharashtra-400101. E-mail: bhavesh@cabr.in in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations.
- 13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:**
The object of the issue is to discharge the total Purchase Consideration payable for the acquisition of the Target Company by acquiring 1,83,24,112 Shares constituting 86.80% stake of the Target Company from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in resolution at Item Number 3 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchanges.
- 14. Lock-in:**
The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations
- 15. Listing:**
The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

NOTICE (Contd.)

16. Certificate:

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a Practising Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The certificate of the practising company secretary can also be accessed on the Company website on the following link <https://www.fischermv.com>

17. Undertakings:

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the

stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;

- iii. All the equity shares held by the proposed allottees in the Company are in dematerialised form only;

18. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:

It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

19. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter.

Sr. #	Name of the proposed allottee	Pre- issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of shares to be issued	Shareholding post allotment of Equity*		Post- issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
1	ZIG Ventures Limited	Non-Promoter	Not Applicable	0	0	1,57,535	1,57,535	0.27	Non-Promoter
2	SNS Holdings Pte. Ltd	Non-Promoter	Not Applicable	0	0	86,848	86,848	0.15	Non-Promoter
3	Ravindran Govindan	Promoter	Not Applicable	0	0	67,484	67,484	0.12	Promoter
4	Ong Kok Wah	Non-Promoter	Not Applicable	0	0	24,604	24,604	0.04	Non-Promoter
Total				0	0	3,36,471	3,36,471	0.58	

*The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares

NOTICE (Contd.)

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

None of the Directors and Key Managerial Personnel of the Company except Mr. Ravindran Govindan is concerned or interested, financially or otherwise in this resolution to the extent of issue of securities made to them on preferential basis and are concerned or interested in the proposed resolution.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item Number 3 in the accompanying notice for approval by the Members.

Item No. 4

The Members are hereby informed that the Board in its meeting held on August 14 2024, has approved the acquisition of shareholding of Health Digital Technologies ("Target Company") to enter into the growing market of Health Care industry with innovative and disruptive technologies. For the said acquisition it is decided to acquire 1,05,19,088 Equity Shares constituting 20 % stake of the Target Company from the equity shareholders of the Target Company. As a purchase consideration for the said acquisition, the Company has proposed to allot its equity shares to the shareholders of the target company being the partial payment towards the swap shares.

For acquisition of the equity shares of target company, it is proposed to issue and allot equity shares of the Company on a preferential basis for consideration other cash. Accordingly, the Board pursuant to its resolution dated August 14 2024, has approved the issue of upto 3,81,818 (Three Lakhs Eighty One Thousand Eight Hundred and Eighteen) Equity Shares of INR 10/- (INR Ten only) each at a price of INR 550/- (INR Five Hundred and Fifty only) per share on preferential basis to the Proposed Allottees for a consideration other than cash, which is not less than the floor price prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") on a preferential basis.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations ") are as follows:

1. Objects of the Preferential Issue:

The object of the issue is to discharge the total Purchase Consideration payable for the acquisition of the Target Company by acquiring 1,05,19,088 Shares constituting 20% stake of the Target Company from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in resolution at Item Number 4 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchanges.

2. The total/maximum number of securities to be issued / particulars of the offer / Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:

The resolution set out in the accompanying notice authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 3,81,818 (Three Lakhs Eighty One Thousand Eight Hundred and Eighteen) Equity Shares of INR 10/- (INR Ten only) at a Premium of INR 540/- (INR Five Hundred and Forty Only) per Equity Share on a preferential basis.

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:

The Equity Shares of the Company are listed on BSE Limited. The Equity shares of the Company is infrequently traded, the price is determined pursuant to Regulation 165 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Relevant Date, as per the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for determination of the issue price of Equity Shares is Tuesday August 16 2024. The Articles of Association of the issuer does not provide for a method

NOTICE (Contd.)

of determination which results in a floor price higher than that determined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of INR 550/- (INR Five Hundred and Fifty only) per Equity Share which is not less than the price as determined by the registered valuer.

A valuation report from an independent registered valuer is obtained pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The valuation report of the Registered Valuer pursuant to Regulation 165 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the Company website on the following link <https://www.fischermv.com>

4. Name and Address of Valuer who performed Valuation of the Target Company:

GANESH NATARAJAN, Registered Valuer (Securities and Financial Assets) Chartered Accountant,

New No. 184, Old No. 214, MMPDA Tower, 2nd Floor, Royapeetah High Road, Chennai - 600014,

EMAIL - ganesh@gururam.co.in

The valuation report of the Registered Valuer pursuant

to Regulation 165 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the Company website on the following link <https://www.fischermv.com>

5. Amount which the Company intends to raise by way of issue of Equity Shares:

The shares are being allotted for a consideration other than cash as part of the consideration payable for the acquisition as mentioned above.

6. Principal terms of Assets charged as securities:

The Equity Shares are being issued on a preferential basis for a consideration other than cash at an issue price of of INR 550/- (INR Five Hundred and Fifty only) per Equity Share at a Premium of INR 540/- (INR Five Hundred and Forty Only) total aggregating to not exceeding INR 20,99,99,900/- (INR Twenty Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred Only) towards the full payment of total consideration payable by the Company for the acquisition of the 20% issued and Paid-Up Share Capital of the Target Company.

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company.

7. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:

None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

8. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Sl. No.	Category	Pre-issue shareholding		Post- issue shareholding*	
		No. of Equity Shares	% Of Shareholding	No. of Equity Shares	% Of Shareholding
A	Promoters and Promoter Group Holding				
1	Indian				
	Individual	69,00,153	12.90	69,67,637	12.35
2	Foreign				
	Body Corporate	3,31,76,112	62.01	3,31,76,112	58.84
	Sub Total (A)	4,00,76,265	74.91	4,01,43,749	71.20
B	Non-Promoter Holding				
B1	Institutions				
	Alternate Investment Fund	9,00,000	1.68	9,00,000	1.59
	Foreign Portfolio Investor	27,15,000	5.07	28,65,000	5.08
	Sub Total (B1)	36,15,000	6.75	36,15,000	6.68

NOTICE (Contd.)

Sl. No.	Category	Pre-issue shareholding		Post- issue shareholding*	
		No. of Equity Shares	% Of Shareholding	No. of Equity Shares	% Of Shareholding
B2	Non – Institutions				
1	Individuals (share Capital up to Rs. 2 lakhs)	2,58,284	0.48	2,58,284	0.45
2	Individuals (share Capital in excess of Rs. 2 lakhs)	85,56,213	15.99	94,56,213	16.77
3	Directors and their relatives (excluding independent directors and nominee directors)	-	-	-	-
4	Any Other (specify)		-		-
a.	Non-Resident Indians (NRIs)	1,370	0.0025	2,55,065	0.45
b.	Bodies Corporate	1,04,931	0.20	16,14,769	2.86
c.	Trusts	5	0.00	5	0.00
d.	HUF	8,87,927	1.66	8,87,927	1.57
e.	Corporate Body - Broker	5	0.00	5	0.00
	Sub Total (B2)	25,00,000	18.33	1,24,72,263	22.12
	Sub-Total (B) [B1+ B2]	1,34,23,735	25.03	1,62,37,263	28.79
C1	Shares underlying DRs	-	-	-	-
C2	Shares held by Employee Trust	-	-	-	-
C	Non-Promoter – Non- Public	-	-	-	-
	Grand Total (A+B+C)	5,35,00,000	100	5,63,81,017	100.00

The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares & warrants & full conversion of warrants in to Equity shares.

9. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

10. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:

The proposed preferential issue does not result change in control of the Company.

11. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the financial year 2024-2025, the Company has not made Preferential allotment

12. Valuation for consideration other than cash:

The valuation of the same is based on the independent valuation report received from by BHAVESH M RATHOD, Registered Valuer(Securities and Financial Assets)

Chartered Accountant, No.515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai, Maharashtra-400101. E-mail: bhavesh@cabr.in in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations.

13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:

The object of the issue is to discharge the total Purchase Consideration payable for the acquisition of the Target Company by acquiring 1,05,19,088 Shares constituting 20% stake of the Target Company from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in resolution at Item Number 4 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchanges.

NOTICE (Contd.)

14. Lock-in:

The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations

15. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

16. Certificate:

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a Practising Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The certificate of the practising company secretary can also be accessed on the Company website on the following link <https://www.fischermv.com>

19. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter.

Sr. #	Name of the proposed allottee	Pre- issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of shares to be issued	Shareholding post allotment of Equity*		Post- issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
1	Health Digital Technologies	Non-Promoter	Not applicable	0	0	3,81,818	3,81,818	0.69	Non-Promoter
Total				0	0	3,81,818	3,81,818	0.69	

*The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and

17. Undertakings:

The Company hereby undertakes that:

- It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
- All the equity shares held by the proposed allottees in the Company are in dematerialised form only;

18. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower.

It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

therefore board recommends the Special Resolution as set out in Item Number 4 in the accompanying notice for approval by the Members.

Item No.5

The Members are hereby informed that the Board in its meeting held on August 14 2024, has approved the acquisition of shareholding of USP Data Labs PTE Limited ("Target Company") to enter into the growing market of Health Care industry with innovative and

NOTICE (Contd.)

disruptive technologies. For the said acquisition it is decided to acquire 50 Equity Shares constituting 20% stake of the Target Company from the equity shareholders of the Target Company. As a purchase consideration for the said acquisition, the Company has proposed to allot its equity shares to the shareholders of the target company being the partial payment towards the swap shares.

For acquisition of the equity shares of target company, it is proposed to issue and allot equity shares of the Company on a preferential basis for consideration other than cash. Accordingly, the Board pursuant to its resolution dated August 14 2024, has approved the issue of upto 229,091 (Two Lakhs Twenty Nine Thousand Ninety One) Equity Shares of INR 10/- (INR Ten only) each at a price of INR 550/- (INR Five Hundred and Fifty only) per share on preferential basis to the Proposed Allottees for a consideration other than cash, which is not less than the floor price prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") on a preferential basis.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations ") are as follows:

1. Objects of the Preferential Issue:

The object of the issue is to discharge the total Purchase Consideration payable for the acquisition of the Target Company by 50 Shares constituting 20% stake of the Target Company from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in resolution at Item Number 5 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchanges.

2. The total/maximum number of securities to be issued / particulars of the offer / Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:

The resolution set out in the accompanying notice authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 229,091 (Two Lakhs Twenty Nine Thousand Ninety One) Equity

Shares of INR 10/- (INR Ten only) at a Premium of INR 540/- (INR Five Hundred and Forty Only) per Equity Share on a preferential basis.

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:

The Equity Shares of the Company are listed on BSE Limited. The Equity shares of the Company is infrequently traded, the price is determined pursuant to Regulation 165 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Relevant Date, as per the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for determination of the issue price of Equity Shares is Tuesday August 16 2024. The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of INR 550/- (INR Five Hundred and Fifty only) per Equity Share which is not less than the price as determined by the registered valuer.

A valuation report from an independent registered valuer is obtained pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The valuation report of the Registered Valuer pursuant to Regulation 165 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the Company website on the following link <https://www.fischermv.com>

4. Name and Address of Valuer who performed Valuation of the Target Company:

GANESH NATARAJAN, Registered Valuer (Securities and Financial Assets) Chartered Accountant,
New No. 184, Old No. 214, MMPDA Tower, 2nd Floor,
Royapeetah High Road, Chennai - 600014,
EMAIL - ganesh@gururam.co.in

The valuation report of the Registered Valuer pursuant to Regulation 165 of Securities and Exchange Board of

NOTICE (Contd.)

India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the Company website on the following link <https://www.fischermv.com>

5. Amount which the Company intends to raise by way of issue of Equity Shares:

The shares are being allotted for a consideration other than cash as part of the consideration payable for the acquisition as mentioned above.

6. Principal terms of Assets charged as securities:

The Equity Shares are being issued on a preferential basis for a consideration other than cash at an issue price of of INR 550/- (INR Ten Only) per Equity Share at a Premium of INR 540/- (INR Five Hundred and

Forty Only) total aggregating to not exceeding INR 20,99,99,900/- (INR Twenty Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred Only) towards the full payment of total consideration payable by the Company for the acquisition of the 13% issued and Paid-Up Share Capital of the Target Company.

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company.

7. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:

None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

8. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Sl. No.	Category	Pre-issue shareholding		Post- issue shareholding*	
		No. of Equity Shares	% Of Shareholding	No. of Equity Shares	% Of Shareholding
A	Promoters and Promoter Group Holding				
1	Indian				
	Individual	69,00,153	12.90	69,67,637	12.35
2	Foreign				
	Body Corporate	3,31,76,112	62.01	3,31,76,112	58.84
	Sub Total (A)	4,00,76,265	74.91	4,01,43,749	72.55
B	Non-Promoter Holding				
B1	Institutions				
	Alternate Investment Fund	9,00,000	1.68	9,00,000	1.59
	Foreign Portfolio Investor	27,15,000	5.07	28,65,000	5.08
	Sub Total (B1)	36,15,000	6.75	37,65,000	6.68
B2	Non – Institutions				
1	Individuals (share Capital up to Rs. 2 lakhs)	2,58,284	0.48	2,58,284	0.45
2	Individuals (share Capital in excess of Rs. 2 lakhs)	85,56,213	15.99	94,56,213	16.77
3	Directors and their relatives (excluding independent directors and nominee directors)	-	-	-	-
4	Any Other (specify)		-		-
a.	Non-Resident Indians (NRIs)	1,370	0.0025	2,55,065	0.45
b.	Bodies Corporate	1,04,931	0.20	16,14,769	2.86
c.	Trusts	5	0.00	5	0.00

NOTICE (Contd.)

Sl. No.	Category	Pre-issue shareholding		Post- issue shareholding*	
		No. of Equity Shares	% Of Shareholding	No. of Equity Shares	% Of Shareholding
d.	HUF	8,87,927	1.66	8,87,927	1.57
e.	Corporate Body - Broker	5	0.00	5	0.00
	Sub Total (B2)	25,00,000	18.33	1,24,72,263	22.12
	Sub-Total (B) [B1+ B2]	1,34,23,735	25.03	1,62,37,263	28.79
C1	Shares underlying DRs	-	-	-	-
C2	Shares held by Employee Trust	-	-	-	-
C	Non-Promoter – Non- Public	-	-	-	-
	Grand Total (A+B+C)	5,35,00,000	100	5,63,81,017	100.00

The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares & warrants & full conversion of warrants in to Equity shares.

- 9. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:** The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).
- 10. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:**
The proposed preferential issue does not result change in control of the Company.
- 11. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**
During the financial year 2024-2025, the Company has not made Preferential allotment
- 12. Valuation for consideration other than cash:**
The valuation of the same is based on the independent valuation report received from by BHAVESH M RATHOD, Registered Valuer(Securities and Financial Assets) Chartered Accountant, No.515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai, Maharashtra-400101. E-mail: bhavesh@cabr.in in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations.
- 13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:**
The object of the issue is to discharge the total Purchase Consideration payable for the acquisition of the Target Company by acquiring 50 Shares constituting 20% stake of the Target Company from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in resolution at Item Number 5 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchanges.
- 14. Lock-in:**
The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations
- 15. Listing:**
The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

NOTICE (Contd.)

16. Certificate:

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a Practising Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The certificate of the practising company secretary can also be accessed on the Company website on the following link <https://www.fischermv.com>

17. Undertakings:

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
- iii. All the equity shares held by the proposed allottees in the Company are in dematerialised form only;

18. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower.

It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

19. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter.

Sr. #	Name of the proposed allottee	Pre- issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of shares to be issued	Shareholding post allotment of Equity*		Post- issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
1	Edusoft Healthcare Private Limited	Non-Promoter	Not Applicable	0	0	4,25,455	4,25,455	0.77	Non-Promoter
Total				0	0	4,25,455	4,25,455	0.77	

*The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and

therefore board recommends the Special Resolution as set out in Item Number 5 in the accompanying notice for approval by the Members

Item No.6

The Members are hereby informed that the Board in its meeting held on August 14 2024, has approved the acquisition of shareholding of Edusoft Healthcare Private Limited ("Target Company") to enter into the growing market of Health Care industry with innovative and disruptive technologies. For the said acquisition it is decided to

NOTICE (Contd.)

acquire 2,63,514 Equity Shares constituting 13% stake of the Target Company from the equity shareholders of the Target Company. As a purchase consideration for the said acquisition, the Company has proposed to allot its equity shares to the shareholders of the target company being the partial payment towards the swap shares.

For acquisition of the equity shares of target company, it is proposed to issue and allot equity shares of the Company on a preferential basis for consideration other cash. Accordingly, the Board pursuant to its resolution dated August 14 2024, has approved the issue of upto 4,25,455 (Four Lakhs Twenty Five Thousand Four Hundred and Fifty Five) Equity Shares of INR 10/- (INR Ten only) each at a price of INR 550/- (INR Five Hundred and Fifty only) per share on preferential basis to the Proposed Allottees for a consideration other than cash, which is not less than the floor price prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") on a preferential basis.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations ") are as follows:

1. Objects of the Preferential Issue:

The object of the issue is to discharge the total Purchase Consideration payable for the acquisition of the Target Company by acquiring 2,63,514 Shares constituting 13% stake of the Target Company from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in resolution at Item Number 6 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchanges.

2. The total/maximum number of securities to be issued / particulars of the offer / Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:

The resolution set out in the accompanying notice authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 4,25,455 (Four Lakhs Twenty Five Thousand Four Hundred and Fifty Five only) Equity Shares of INR 10/- (INR Ten only)

at a Premium of INR 540/- (INR Five Hundred and Forty Only) per Equity Share on a preferential basis.

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:

The Equity Shares of the Company are listed on BSE Limited. The Equity shares of the Company is infrequently traded, the price is determined pursuant to Regulation 165 and of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Relevant Date, as per the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for determination of the issue price of Equity Shares is Tuesday August 16 2024. The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of INR 550/- (INR Five Hundred and Fifty only) per Equity Share which is not less than the price as determined by the registered valuer.

A valuation report from an independent registered valuer is obtained pursuant Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The valuation report of the Registered Valuer pursuant to Regulation 165 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the Company website on the following link <https://www.fischermv.com>

4. Name and Address of Valuer who performed Valuation of the Target Company:

ANGAD SINGH, IBBI Registered Valuer, Securities and Financial Assets, 4746, sector 125, New Sunny Enclave, Mohali- 140301, PB

The valuation report of the Registered Valuer pursuant to Regulation 165 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the Company website on the following link <https://www.fischermv.com>

NOTICE (Contd.)
5. Amount which the Company intends to raise by way of issue of Equity Shares:

The shares are being allotted for a consideration other than cash as part of the consideration payable for the acquisition as mentioned above.

6. Principal terms of Assets charged as securities:

The Equity Shares are being issued on a preferential basis for a consideration other than cash at an issue price of of INR 550/- (INR Ten Only) per Equity Share at a Premium of INR 540/- (INR Five Hundred and Forty Only) total aggregating to not exceeding INR 23,40,00,250/- (INR Twenty Three Crores Forty Lakhs

Two Hundred and Fifty Only) towards the full payment of total consideration payable by the Company for the acquisition of the 13% issued and Paid-Up Share Capital of the Target Company.

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company.

7. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer.

None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

8. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Sl. No.	Category	Pre-issue shareholding		Post- issue shareholding*	
		No. of Equity Shares	% Of Shareholding	No. of Equity Shares	% Of Shareholding
A	Promoters and Promoter Group Holding				
1	Indian				
	Individual	69,00,153	12.90	69,67,637	12.35
2	Foreign				
	Body Corporate	3,31,76,112	62.01	3,31,76,112	58.84
	Sub Total (A)	4,00,76,265	74.91	4,01,43,749	71.20
B	Non-Promoter Holding				
B1	Institutions				
	Alternate Investment Fund	9,00,000	1.68	9,00,000	1.59
	Foreign Portfolio Investor	27,15,000	5.07	28,65,000	5.08
	Sub Total (B1)	36,15,000	6.75	37,65,000	6.68
B2	Non – Institutions				
1	Individuals (share Capital up to Rs. 2 lakhs)	2,58,284	0.48	2,58,284	0.45
2	Individuals (share Capital in excess of Rs. 2 lakhs)	85,56,213	15.99	94,56,213	16.77
3	Directors and their relatives (excluding independent directors and nominee directors)	-	-	-	-
4	Any Other (specify)		-		-
a.	Non-Resident Indians (NRIs)	1,370	0.0025	2,55,065	0.45
b.	Bodies Corporate	1,04,931	0.20	16,14,769	2.86
c.	Trusts	5	0.00	5	0.00
d.	HUF	8,87,927	1.66	8,87,927	1.57
e.	Corporate Body - Broker	5	0.00	5	0.00
	Sub Total (B2)	25,00,000	18.33	1,24,72,263	22.12
	Sub-Total (B) [B1+ B2]	1,34,23,735	25.03	1,62,37,263	28.79
C1	Shares underlying DRs	-	-	-	-
C2	Shares held by Employee Trust	-	-	-	-
C	Non-Promoter – Non- Public	-	-	-	-
	Grand Total (A+B+C)	5,35,00,000	100	5,63,81,017	100.00

The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares & warrants & full conversion of warrants in to Equity shares.

NOTICE (Contd.)

9. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed: The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

10. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:

The proposed preferential issue does not result change in control of the Company.

11. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the financial year 2024-2025, the Company has not made Preferential allotment

12. Valuation for consideration other than cash:

The valuation of the same is based on the independent valuation report received from by BHAVESH M RATHOD, Registered Valuer(Securities and Financial Assets) Chartered Accountant, No.515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai, Maharashtra-400101. E-mail: bhavesh@cabr.in in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations.

13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:

The object of the issue is to discharge the total Purchase Consideration payable for the acquisition of the Target Company by acquiring 2,63,514 Shares constituting 13% stake of the Target Company from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in resolution at Item Number 6 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchanges.

14. Lock-in:

The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations

15. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

16. Certificate:

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a Practising Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The certificate of the practising company secretary can also be accessed on the Company website on the following link <https://www.fischermv.com>

17. Undertakings:

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
- iii. All the equity shares held by the proposed allottees in the Company are in dematerialised form only;

18. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:

It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

NOTICE (Contd.)

19. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter.

Sr. #	Name of the proposed allottee	Pre- issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of shares to be issued	Shareholding post allotment of Equity*		Post- issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
1	Edusoft Healthcare Private Limited	Non-Promoter	Not Applicable	0	0	4,25,455	4,25,455	0.77	Non-Promoter
Total				0	0	4,25,455	4,25,455	0.77	

*The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item Number 6 in the accompanying notice for approval by the Members

Item No.7

The Members are hereby informed that the Board in its meeting held on August 14 2024, has approved the acquisition of shareholding of Wonder Tech Group ("Target Company") to enter into the growing market of Health Care industry with innovative and disruptive technologies. For the said acquisition it is decided to acquire Compulsory Convertible Preference Shares (CCPS) and convert the total value of these CCPS into the company's Ordinary Shares. *Constituting 20% stake of the Target Company from the equity shareholders of the Target Company. As a purchase consideration for the said acquisition, the Company has proposed to allot its equity shares to the target company being the partial payment towards the swap shares.

* Considering that if the Conversion takes place as on Today at current Valuation it will constitute upto 20% Stake of the Target Company

For acquisition of the equity shares of target company, it is proposed to issue and allot equity shares of the Company on a preferential basis for consideration other cash. Accordingly, the Board pursuant to its resolution dated August 14 2024, has approved the issue of upto 4,58,182 (Four Lakhs Fifty Eight Thousand One Hundred and Eighty Two) Equity Shares of INR 10/- (INR Ten only) each at a price of INR 550/- (INR Five Hundred and Fifty only) per share on preferential basis to the Proposed Allottees for a consideration other than cash, which is not less than the floor price prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") on a preferential basis.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations ") are as follows:

1. Objects of the Preferential Issue:

The object of the issue is to discharge the total Purchase Consideration payable for the acquisition of the Target Company by acquiring Compulsory Convertible Preferred Shares (CCPS) and convert the total value of these Convertible Notes into the company's Ordinary Shares. *Constituting 20% stake of the Target Company from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in resolution at Item Number

NOTICE (Contd.)

7 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchanges.

2. The total/maximum number of securities to be issued / particulars of the offer / Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:

The resolution set out in the accompanying notice authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 4,58,182 (Four Lakhs Fifty Eight Thousand One Hundred and Eighty Two) Equity Shares of INR 10/- (INR Ten only) at a Premium of INR 540/- (INR Five Hundred and Forty Only) per Equity Share on a preferential basis.

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:

The Equity Shares of the Company are listed on BSE Limited. The Equity shares of the Company is infrequently traded, the price is determined pursuant to Regulation 165 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Relevant Date, as per the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for determination of the issue price of Equity Shares is Tuesday August 16 2024. The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of INR 550/- (INR Five Hundred and Fifty Only) per Equity Share which is not less than the price as determined by the registered valuer.

A valuation report from an independent registered valuer is obtained pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The valuation report of the Registered Valuer pursuant to Regulation 165 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the Company website on the following link <https://www.fischermv.com>

4. Name and Address of Valuer who performed Valuation of the Target Company:

GANESH NATARAJAN, Registered Valuer (Securities and Financial Assets) Chartered Accountant, New No. 184, Old No. 214, MMPDA Tower, 2nd Floor, Royapeetah High Road, Chennai - 600014, EMAIL - ganesh@gururam.co.in

The valuation report of the Registered Valuer pursuant to Regulation 165 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the Company website on the following link <https://www.fischermv.com>

5. Amount which the Company intends to raise by way of issue of Equity Shares:

The shares are being allotted for a consideration other than cash as part of the consideration payable for the acquisition as mentioned above.

6. Principal terms of Assets charged as securities:

The Equity Shares are being issued on a preferential basis for a consideration other than cash at an issue price of of INR 550/- (INR Ten Only) per Equity Share at a Premium of INR 540/- (INR Five Hundred and Forty Only) total aggregating to not exceeding INR 25,20,00,100/- (INR Twenty Five Crores Twenty Lakhs and Hundred Only) towards the full payment of total consideration payable by the Company for the acquisition of the 20% issued and Paid-Up Share Capital of the Target Company.

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company.

7. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:

None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

NOTICE (Contd.)

8. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Sl. No.	Category	Pre-issue shareholding		Post- issue shareholding*	
		No. of Equity Shares	% Of Shareholding	No. of Equity Shares	% Of Shareholding
A	Promoters and Promoter Group Holding				
1	Indian				
	Individual	69,00,153	12.90	69,67,637	12.35
2	Foreign				
	Body Corporate	3,31,76,112	62.01	3,31,76,112	58.84
	Sub Total (A)	4,00,76,265	74.91	4,01,43,749	71.20
B	Non-Promoter Holding				
B1	Institutions				
	Alternate Investment Fund	9,00,000	1.68	9,00,000	1.59
	Foreign Portfolio Investor	27,15,000	5.07	28,65,000	5.08
	Sub Total (B1)	36,15,000	6.75	37,65,000	6.68
B2	Non – Institutions				
1	Individuals (share Capital up to Rs. 2 lakhs)	2,58,284	0.48	2,58,284	0.45
2	Individuals (share Capital in excess of Rs. 2 lakhs)	85,56,213	15.99	94,56,213	16.77
3	Directors and their relatives (excluding independent directors and nominee directors)	-	-	-	-
4	Any Other (specify)		-		-
a.	Non-Resident Indians (NRIs)	1,370	0.0025	2,55,065	0.45
b.	Bodies Corporate	1,04,931	0.20	16,14,769	2.86
c.	Trusts	5	0.00	5	0.00
d.	HUF	8,87,927	1.66	8,87,927	1.57
e.	Corporate Body - Broker	5	0.00	5	0.00
	Sub Total (B2)	25,00,000	18.33	1,24,72,263	22.12
	Sub-Total (B) [B1+ B2]	1,34,23,735	25.03	1,62,37,263	28.79
C1	Shares underlying DRs	-	-	-	-
C2	Shares held by Employee Trust	-	-	-	-
C	Non-Promoter – Non- Public	-	-	-	-
	Grand Total (A+B+C)	5,35,00,000	100	5,63,81,017	100.00

The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares & warrants & full conversion of warrants in to Equity shares.

9. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed: The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

10. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:

The proposed preferential issue does not result change in control of the Company.

11. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the financial year 2024-2025, the Company has not made Preferential allotment

NOTICE (Contd.)

12. Valuation for consideration other than cash:

The valuation of the same is based on the independent valuation report received from by BHAVESH M RATHOD, Registered Valuer (Securities and Financial Assets) Chartered Accountant, No.515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai, Maharashtra-400101. E-mail: bhavesh@cabr.in in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations.

- 13.** The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:

The object of the issue is to discharge the total Purchase Consideration payable for the acquisition of the Target Company by acquiring Compulsory Convertible Preference Shares (CCPS) and convert the total value of these Convertible Notes into the company's Ordinary Shares. The conversion will be based on the issue price per new security at a fully-diluted pre-money valuation, with a minimum valuation floor of at least US\$30 million. constituting 100% stake of the Target Company from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in resolution at Item Number 7 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchanges.

14. Lock-in:

The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations

15. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already

listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

16. Certificate:

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a Practising Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The certificate of the practising company secretary can also be accessed on the Company website on the following link <https://www.fischermv.com>

17. Undertakings:

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
- iii. All the equity shares held by the proposed allottees in the Company are in dematerialised form only;

18. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:

It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

NOTICE (Contd.)

19. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter.

Sr. #	Name of the proposed allottee	Pre- issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of shares to be issued	Shareholding post allotment of Equity*		Post-issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
1	Wonder Tech Group	Non-Promoter	Not Applicable	0	0	4,58,182	4,58,182	0.83	Non-Promoter
Total				0	0	4,58,182	4,58,182	0.83	

*The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares in accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

None of the Directors and Key Managerial Personnel of the Company except Mr. Ravindran Govindan are concerned or interested, financially or otherwise in this resolution to the extent of issue of securities made to them on preferential basis and are concerned or interested in the proposed resolution.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item Number 7 in the accompanying notice for approval by the Members

BY ORDER OF THE BOARD
RAVINDRAN GOVINDAN

CHAIRMAN AND MANAGING DIRECTOR
DIN: 03137661

Place: Mumbai

Date : August 14 2024

