



**FISCHER MEDICAL VENTURES LIMITED
(Formerly known as Fischer Chemic Limited)**

NOTICE

OF THE

01ST EXTRA ORDINARY GENERAL MEETING

FOR THE FINANCIAL YEAR 2024-2025

**CIN: L86900MH1993PLC288371 | email id: cs@fischermv.com |
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Registered Office Address : 104, First Floor Raghuleela Mega Mall, Behind Poisar Depot, Kandivali West Mumbai, Maharashtra, 400067
Corporate Office : Level 8, Prestige Palladium Bayan, No. 129-140 Greams Road, Chennai, Tamil Nadu, 600006
Plant : Survey No. 480/2 AP Medtech Zone, Nadupura Village, Pedagantyadu Mandal, Visakhapatnam, 530032



NOTICE IS HEREBY GIVEN TO THE SHAREHOLDERS THAT THE 1ST EXTRA ORDINARY GENERAL MEETING (EOGM) FOR THE FINANCIAL YEAR 2024 -2025 OF THE MEMBERS OF FISCHER MEDICAL VENTURES LIMITED (FORMERLY KNOWN AS FISCHER CHEMIC LIMITED) WILL BE HELD THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MEANS ("OAVM ") ON FRIDAY, THE JANUARY 31 2025 AT 11 A.M (IST) TO TRANSACT THE FOLLOWING BUSINESSES

SPECIAL BUSINESS:

ITEM NUMBER 1:

TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY:

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 61, 64 and other applicable provisions if any, of the Companies Act, 2013 (the "Act") (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force) and the rules made thereunder, the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority as required, the consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing INR 60,00,00,000 (Rupees Sixty Crores Only) divided into 6,00,00,000 (Six Crore) Equity Shares of INR 10/- (Rupees Ten only) each to INR 80,00,00,000 (Rupees Eighty Crores Only) divided into 8,00,00,000 (Eight Crore) Equity Shares having face value of INR 10/- (Rupees Ten only) each ranking pari-passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

"RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder, consent of the members of the Company be and is hereby further accorded for alteration of Clause V of the Memorandum of Association of the Company by substituting the following new Clause V as under:

V. The Authorized Share Capital of the Company is Rs. 80,00,00,000 (Rupees Eighty Crores Only) divided into 8,00,00,000 (Eight Crore) Equity Shares having face value of Rs. 10/- (Rupees Ten only) each. The company has power from time to increase or reduce its capital for the time into several classes and to attach thereto respectively such preferential right privileges or conditions as may be determined by or in accordance with the regulation of the company and to vary, modified or abrogate any such rights, privileges or conditions in such manner as may be permitted by The Company Act, 2013 or provided by the regulations of the company for the time being.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution."

TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTER PUBLIC CATEGORY INVESTORS FOR CASH.

TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION.

“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 Exchange where the shares of the Company are listed (“Stock Exchange”) 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 Exchange 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 1,05,22,000 (One Crore Five Lakhs Twenty Two Thousand) Equity Shares of 10/- (Rupees Ten Only) each, on a preferential basis to the proposed allottee(s) as mentioned below, for cash at a price of INR 234/- (Rupees Two Hundred and Thirty-Four Only) per Equity Share (including a premium of INR 224/- Rupees Two Hundred and Twenty-Four Only) (“Preferential Allotment Price”), aggregating to INR 2,46,21,48,000 (Rupees Two Hundred Forty-Six Crore Twenty One Lakhs Forty Eight 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”) on a preferential issue basis (“Preferential Allotment”) on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of applicable law as may be prevailing at the time.

Details of Proposed Allottees:

Sr. No	Name of the Proposed Allottees	No of Equity Shares to be allotted	Current Status/ Category	Proposed Status/ Category
1	Vinay Rajendrakumar Nagda	10,00,000	Non-Promoter	Non-Promoter
2	Palaniammal Enterprises	8,54,700	Non-Promoter	Non-Promoter
3	Unistone Capital Private Limited	3,87,000	Non-Promoter	Non-Promoter

4	Sadashiv Kanyana Shetty	3,17,000	Non-Promoter	Non-Promoter
5	Necta Bloom Vcc - Necta Bloom One	3,00,000	Non-Promoter	Non-Promoter
6	IEGFL Equity Opportunity	2,15,680	Non-Promoter	Non-Promoter
7	Rita Goel	2,00,000	Non-Promoter	Non-Promoter
8	Unirock Ventures Llp Sonal Ashok Kumar Dungani Jagaruti Jaysukh Mehta	1,80,000	Non-Promoter	Non-Promoter
9	Naresh Saraaf	1,71,000	Non-Promoter	Non-Promoter
10	Harsh Sarwankumar Saraf	1,71,000	Non-Promoter	Non-Promoter
11	Santosh Reddy Samala	1,50,000	Non-Promoter	Non-Promoter
12	Pramesh Wealth Private Limited	1,11,000	Non-Promoter	Non-Promoter
13	Anuradha Khan	1,05,000	Non-Promoter	Non-Promoter
14	Saumik Ketan Doshi	1,00,000	Non-Promoter	Non-Promoter
15	Sanjay Ramavtar Goenka	1,00,000	Non-Promoter	Non-Promoter
16	Anamika Pandey	1,00,000	Non-Promoter	Non-Promoter
17	Vidhya Srikanth	1,00,000	Non-Promoter	Non-Promoter
18	Sajal Yadav	1,00,000	Non-Promoter	Non-Promoter
19	Rashesh Mehta	99,000	Non-Promoter	Non-Promoter
20	Thermopads Private Limited	86,000	Non-Promoter	Non-Promoter
21	Zulia Zafar	85,500	Non-Promoter	Non-Promoter
22	Ami Tushar Mehta	75,500	Non-Promoter	Non-Promoter
23	Manu Jairamdas Mansharamani	75,000	Non-Promoter	Non-Promoter
24	Amrish Harnish Kothari	75,000	Non-Promoter	Non-Promoter
25	Ritesh Ramesh Chand Agarwal	75,000	Non-Promoter	Non-Promoter
26	Triveni Trust (Mahendra Kumar Dhanuka, Rahul Dhanuka, Mridul Dhanuka are Beneficiaries)	70,000	Non-Promoter	Non-Promoter
27	S S Khetpalia Finance & Investments Shobha Sunil Khetpalia Sunil Khetpalia	64,120	Non-Promoter	Non-Promoter
28	Vaibhav Chandrakant Sanghavi Huf	63,000	Non-Promoter	Non-Promoter

29	Arangasamy K V	50,000	Non-Promoter	Non-Promoter
30	Devang Chandrakantbhai Shah	50,000	Non-Promoter	Non-Promoter
31	Mira Chirag Shah	50,000	Non-Promoter	Non-Promoter
32	Chirag Shyam Rathi	50,000	Non-Promoter	Non-Promoter
33	Shyamsunder Rathi	50,000	Non-Promoter	Non-Promoter
34	Katepalli Shyamprasad Ramulu	50,000	Non-Promoter	Non-Promoter
35	Nayna Naresndra Shah	50,000	Non-Promoter	Non-Promoter
36	Nimit Krishnakant Parikh	50,000	Non-Promoter	Non-Promoter
37	Kiran Mohanlal Jain	50,000	Non-Promoter	Non-Promoter
38	Mohanlal Girdharilal Jain	50,000	Non-Promoter	Non-Promoter
39	Ronit Kirankumar Jain	50,000	Non-Promoter	Non-Promoter
40	Uttamkumar Mohanlal Jain	50,000	Non-Promoter	Non-Promoter
41	Harit Exports Private Limited	50,000	Non-Promoter	Non-Promoter
42	Red Soil Partners Llp Sarveswar Reddy Sanivarapu Gudapu Reddy Sreedar Reddy	50,000	Non-Promoter	Non-Promoter
43	Kamal Hassan	50,000	Non-Promoter	Non-Promoter
44	Mukesh Saraswat	50,000	Non-Promoter	Non-Promoter
45	Shreyas Santosh Iyer	50,000	Non-Promoter	Non-Promoter
46	Aquarius Wealth Services Private Limited	50,000	Non-Promoter	Non-Promoter
47	Rhythem Arvind Shah	50,000	Non-Promoter	Non-Promoter
48	Manoj Jagatrai Makhija	50,000	Non-Promoter	Non-Promoter
49	Arti Vinodray Donga	45,000	Non-Promoter	Non-Promoter
50	Akshay Rajesh Khandor	45,000	Non-Promoter	Non-Promoter
51	Deepa Jain	45,000	Non-Promoter	Non-Promoter
52	Hareshkumar V Maheta	45,000	Non-Promoter	Non-Promoter
53	Jayeshkumar Vinodchadnra Khandor	45,000	Non-Promoter	Non-Promoter
54	Khandol Ushma Darshan	45,000	Non-Promoter	Non-Promoter

55	Mehul Hiralal Gandhi	45,000	Non-Promoter	Non-Promoter
56	Neha Amit Kubadia	45,000	Non-Promoter	Non-Promoter
57	Nileshkumar Rameshchandra Thacker	45,000	Non-Promoter	Non-Promoter
58	Nisith Rasiklal Mehta	45,000	Non-Promoter	Non-Promoter
59	Parekh Aayush Vipulkumar	45,000	Non-Promoter	Non-Promoter
60	Saurav Raidhani	45,000	Non-Promoter	Non-Promoter
61	Shaileshbhai Ratilal Shah	45,000	Non-Promoter	Non-Promoter
62	Trupti Paras Mehta	45,000	Non-Promoter	Non-Promoter
63	Vicky Vinodbhai Datraniya Huf	45,000	Non-Promoter	Non-Promoter
64	Clinch Solution Pms Llp Ashish Kumar Jain Preksha Jain	43,000	Non-Promoter	Non-Promoter
65	Sambhu Bhutia	43,000	Non-Promoter	Non-Promoter
66	Shilpa Jain	42,800	Non-Promoter	Non-Promoter
67	Yash Jain	42,800	Non-Promoter	Non-Promoter
68	Alpha Financials Sheela Bangad	42,800	Non-Promoter	Non-Promoter
69	Allahrakka Ameen	42,750	Non-Promoter	Non-Promoter
70	Starls Associates	42,750	Non-Promoter	Non-Promoter
71	Vimala Devi Daga	42,700	Non-Promoter	Non-Promoter
72	Vikas Soni	42,700	Non-Promoter	Non-Promoter
73	Rashmi Agarwal	42,700	Non-Promoter	Non-Promoter
74	Jigar Ajay Gandhi	38,500	Non-Promoter	Non-Promoter
75	Algokosh Capital Private Limited	36,000	Non-Promoter	Non-Promoter
76	Ami Darshan Karia	36,000	Non-Promoter	Non-Promoter
77	Chirag Kishore Mehta	36,000	Non-Promoter	Non-Promoter
78	Darshan Harish Karia	36,000	Non-Promoter	Non-Promoter
79	Jitendra Vadilal Khandol	36,000	Non-Promoter	Non-Promoter
80	Komalben Vaibhav Shah	36,000	Non-Promoter	Non-Promoter

81	Nivedita	36,000	Non-Promoter	Non-Promoter
82	Rajvi Devansh Khandol	36,000	Non-Promoter	Non-Promoter
83	Richa Hirenkumar Mehta	36,000	Non-Promoter	Non-Promoter
84	Silki Ketan Doshi	36,000	Non-Promoter	Non-Promoter
85	Suchi Divyesh Gandhi	36,000	Non-Promoter	Non-Promoter
86	Suresh Ujamshi Trevadia	36,000	Non-Promoter	Non-Promoter
87	Dnyaneshwar Sudam Badhe	34,000	Non-Promoter	Non-Promoter
88	Kaushik Govindbhai Akhani	33,000	Non-Promoter	Non-Promoter
89	Pujara Khyati Pramodkumar	33,000	Non-Promoter	Non-Promoter
90	Smita Devendra Rane	32,000	Non-Promoter	Non-Promoter
91	Hemantkumar Ramnarayan Rao Huf	31,500	Non-Promoter	Non-Promoter
92	Sanivarapu Akhil Reddy	30,000	Non-Promoter	Non-Promoter
93	Rajesh Goswami	30,000	Non-Promoter	Non-Promoter
94	Siddhant Pankaj Manudhane	30,000	Non-Promoter	Non-Promoter
95	Surendra Singh	30,000	Non-Promoter	Non-Promoter
96	Fierce Realty Llp Yoginkumar Ashokbhai Patel	28,500	Non-Promoter	Non-Promoter
97	Jayendrakumar Nandlal Shah	28,500	Non-Promoter	Non-Promoter
98	Ashish Agarwal	28,000	Non-Promoter	Non-Promoter
99	Jigna Jineshkumar Mehta	27,000	Non-Promoter	Non-Promoter
100	Kiritbhai Manubhai Shah (Huf)	27,000	Non-Promoter	Non-Promoter
101	Meena Hiren Doshi	27,000	Non-Promoter	Non-Promoter
102	Pushpa Rahul Vora	27,000	Non-Promoter	Non-Promoter
103	Sarvesh Tiwari	27,000	Non-Promoter	Non-Promoter
104	Shah Anshul Indreshbhai	27,000	Non-Promoter	Non-Promoter
105	Sevanti Chamanalal Sanghavi	27,000	Non-Promoter	Non-Promoter
106	Nallabotalla Narendranath	25,000	Non-Promoter	Non-Promoter

107	Nivetha S P	25,000	Non-Promoter	Non-Promoter
108	Rajasundaresan Mahendran	25,000	Non-Promoter	Non-Promoter
109	Amit Babulal Agarwal	25,000	Non-Promoter	Non-Promoter
110	Amita Babulal Agarwal	25,000	Non-Promoter	Non-Promoter
111	Babulal Agarwal	25,000	Non-Promoter	Non-Promoter
112	Saurabh Vijay Jain	25,000	Non-Promoter	Non-Promoter
113	Siddhanth Rajmohan Gupta Brijmohan Chandrabhan Gupta	25,000	Non-Promoter	Non-Promoter
114	Ankita Maheshwari	25,000	Non-Promoter	Non-Promoter
115	Manoj Jain	25,000	Non-Promoter	Non-Promoter
116	Mudit Lakhota	25,000	Non-Promoter	Non-Promoter
117	Suresh Jethalal Dama	25,000	Non-Promoter	Non-Promoter
118	Pooja Manish Pipara	25,000	Non-Promoter	Non-Promoter
119	Hina Hiren Vaghani	25,000	Non-Promoter	Non-Promoter
120	Kuldipak Arora	25,000	Non-Promoter	Non-Promoter
121	Revathy Chithamalai	25,000	Non-Promoter	Non-Promoter
122	Prerna Kothari	25,000	Non-Promoter	Non-Promoter
123	Ashok Bhawanji Chheda	23,000	Non-Promoter	Non-Promoter
124	Deepak Vadilal Shah	23,000	Non-Promoter	Non-Promoter
125	Shailesh Kasturchand Patwa	23,000	Non-Promoter	Non-Promoter
126	Vijay Sanghavi	23,000	Non-Promoter	Non-Promoter
127	Anup Gupta	22,000	Non-Promoter	Non-Promoter
128	Ajaykumar Gupta	22,000	Non-Promoter	Non-Promoter
129	Binaben Nayankumar Mehta	22,000	Non-Promoter	Non-Promoter
130	Dhrumil Chetan Sheth	22,000	Non-Promoter	Non-Promoter
131	Kamal Jitendra Mehta Huf	22,000	Non-Promoter	Non-Promoter
132	Kunwar Aabid	22,000	Non-Promoter	Non-Promoter

133	Rupinder Kaur Mann	21,500	Non-Promoter	Non-Promoter
134	Satinder Singh	21,500	Non-Promoter	Non-Promoter
135	Raksha Rahul Shah	21,500	Non-Promoter	Non-Promoter
136	Harshil Ashok Shah	21,500	Non-Promoter	Non-Promoter
137	Shriti Sethia	21,500	Non-Promoter	Non-Promoter
138	Keyur Manojbhai Soni	21,500	Non-Promoter	Non-Promoter
139	Dr Komalkumar Khona	21,500	Non-Promoter	Non-Promoter
140	Anita Jaideep Sampat	21,500	Non-Promoter	Non-Promoter
141	Nehal Maulick Maniar	21,500	Non-Promoter	Non-Promoter
142	Ashok Munshi	21,500	Non-Promoter	Non-Promoter
143	Bhavin Kantilal Sanghavi	21,500	Non-Promoter	Non-Promoter
144	Kuumar Nanalal Ghoda	21,500	Non-Promoter	Non-Promoter
145	Manju A Jain	21,500	Non-Promoter	Non-Promoter
146	Manoj Maneklal Shah Huf	21,500	Non-Promoter	Non-Promoter
147	Nehal Mitesh Mehta	21,500	Non-Promoter	Non-Promoter
148	Nirav Hasmukhlal Sheth	21,500	Non-Promoter	Non-Promoter
149	Priyanka Sarda	21,500	Non-Promoter	Non-Promoter
150	Vaibhav Arvind Vora	21,500	Non-Promoter	Non-Promoter
151	Kirtilal Babulal Gandhi	21,500	Non-Promoter	Non-Promoter
152	Bhavin Becharbhai Mangrolia	21,500	Non-Promoter	Non-Promoter
153	Hitesh Harishbhai Agarwal	21,500	Non-Promoter	Non-Promoter
154	Manav Vijaykumar Kothari	21,500	Non-Promoter	Non-Promoter
155	Nisha Ashay Shah	21,500	Non-Promoter	Non-Promoter
156	Rimpal Bhartkumar Saglani	21,500	Non-Promoter	Non-Promoter
157	Vanlila K Patel	21,500	Non-Promoter	Non-Promoter
158	Vrunda Harin Shah	21,500	Non-Promoter	Non-Promoter

159	Vivek Surana	21,500	Non-Promoter	Non-Promoter
160	G Prakash Chand Baid Huf	21,500	Non-Promoter	Non-Promoter
161	Gothamchand A Huf	21,500	Non-Promoter	Non-Promoter
162	Mi Lifestyle Marketing Global Private Limited	21,500	Non-Promoter	Non-Promoter
163	Nekita Gautamchand Jain	21,500	Non-Promoter	Non-Promoter
164	Padamkumar Ramchandra Soni	21,500	Non-Promoter	Non-Promoter
165	Sandeep Bhandari	21,500	Non-Promoter	Non-Promoter
166	Shagun Capital Venture Shankesh Vijayakumar Manav Vijayakumar	21,500	Non-Promoter	Non-Promoter
167	Varsha H Jain	21,500	Non-Promoter	Non-Promoter
168	Vikas Rekha Bohra	21,500	Non-Promoter	Non-Promoter
169	Meena Sunil Jangle	21,500	Non-Promoter	Non-Promoter
170	Ajay Bhikamchand Jain	21,500	Non-Promoter	Non-Promoter
171	Ritesh Ashok Jain	21,500	Non-Promoter	Non-Promoter
172	Dipali Pankaj Rote	21,500	Non-Promoter	Non-Promoter
173	Vikash Mittal	21,500	Non-Promoter	Non-Promoter
174	Deepak Suresh Chaudhari	21,500	Non-Promoter	Non-Promoter
175	Vaibhav Chandrakant Rane	21,500	Non-Promoter	Non-Promoter
176	Shirish Madhukarrao Chaudhari	21,500	Non-Promoter	Non-Promoter
177	Trupti Dnyaneshwar Badhe	21,500	Non-Promoter	Non-Promoter
178	Sandeep Daga	21,500	Non-Promoter	Non-Promoter
179	Anuja Sandeep Daga	21,500	Non-Promoter	Non-Promoter
180	R Vaidyanathan	21,500	Non-Promoter	Non-Promoter
181	Roshan Agarwal	21,500	Non-Promoter	Non-Promoter
182	Bharti Deepak Chaudhari	21,500	Non-Promoter	Non-Promoter
183	Neeraj Agrawal HUF	21,500	Non-Promoter	Non-Promoter
184	Vinod Pitambar Chaudhari	21,500	Non-Promoter	Non-Promoter

185	Narendra Daulatrao Wagh	21,500	Non-Promoter	Non-Promoter
186	Amarendra Sahu	21,500	Non-Promoter	Non-Promoter
187	Mahesh Kumar Agarwal	21,500	Non-Promoter	Non-Promoter
188	Surendra Kumar Agarwal	21,500	Non-Promoter	Non-Promoter
189	Darshan K Agrawal	21,500	Non-Promoter	Non-Promoter
190	Naveen Kumar Goyal	21,500	Non-Promoter	Non-Promoter
191	Sumit Bhupendra Doshi	21,500	Non-Promoter	Non-Promoter
192	Vinod Kumar Bansal	21,500	Non-Promoter	Non-Promoter
193	Dipen Prakash Mehta	21,500	Non-Promoter	Non-Promoter

“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 **Wednesday 01st January 2025** i.e., 30 days prior to the date of Passing of the Special Resolution in the Extraordinary 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 Exchange 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 exchange subject to the receipt of necessary permissions and approvals.
- c) The equity shares shall be allotted in dematerialized 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 authorized 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 authorized 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 in case of non-subscription from any proposed Allottees, the Board of Directors of the Company shall have the power to allot same to any other proposed Allottees or dispose of such shares in the manner as they deem fit and beneficial in the interest of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of SEBI ICDR Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the warrants, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and to record the name and details of the Proposed Allottee in Form PAS- 5 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 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 authorize 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 warrants and the Equity Shares on conversion of warrants and application for in-principle approval, listing approval thereof with the Stock Exchange 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 authorized 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.”

ITEM NUMBER 3:

TO CONSIDER AND APPROVE ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROMOTER / PROMOTER GROUP / NON-PROMOTER PUBLIC CATEGORY INVESTOR FOR CASH.

TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION.

“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 Exchange where the shares of the Company are listed (“Stock Exchange”) 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 Exchange 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 50,17,000 (Fifty Lakhs Seventeen Thousand) Fully Convertible Warrants (“Warrants/ Convertible Warrants”) for cash at an issue price of INR 234/- (Rupees Two Hundred and Thirty Four Only) per warrant (including a premium of INR 224/- Rupees Two Hundred and Twenty Four Only) per warrant with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up Equity Share of face value of INR 10/- (Rupees Ten) each of the Company (“Equity Shares”) within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to INR 117,39,78,000/- (Rupees One Hundred and Seventeen Crores Thirty Nine Lakhs Seventy Eight Thousand Only) to the proposed allottees as mentioned below on preferential basis for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members.

Sr. No	Name of the Proposed Allottees	No of Warrants to be allotted	Current Status/Category	Proposed Status/Category
1	Shankar Varadharajan	17,00,000	Promoter	Promoter
2	Time Medical International Ventures PTE Ltd	23,00,000	Promoter	Promoter
3	Vritti Hitesh Kawa Roopal Hitesh Kawa	7,17,000	Non-Promoter	Non-Promoter
4	Vikasa India Eif I Fund	3,00,000	Non-Promoter	Non-Promoter

“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 **Wednesday 01st January 2025** i.e., 30 days prior to the date of Passing of the Special Resolution in the Extraordinary General Meeting.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Warrants and Equity Shares to be allotted on exercise of the Warrants under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under the applicable laws:

- a) An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;
- b) Each Warrant held by the Proposed Allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the “Warrant Exercise Period”);
- c) The Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under the SEBI ICDR Regulations;
- d) The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this shareholders’ resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission;
- e) The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- f) The Warrants and the equity shares be allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- g) The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI ICDR Regulations;
- h) The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable

- laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- i) In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited;
 - j) The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.
 - k) The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.
 - l) The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchange where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;

“RESOLVED FURTHER THAT the Board be and is hereby authorized 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 the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the warrant holder(s).”

“RESOLVED FURTHER THAT in case of non-subscription from any proposed Allottees, the Board of Directors of the Company shall have the power to allot same to any other proposed Allottees or dispose of such shares in the manner as they deem fit and beneficial in the interest of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of SEBI ICDR Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the warrants, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and to record the name and details of the Proposed Allottee in Form PAS-5 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 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 authorize 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 warrants and the Equity Shares on conversion of warrants and application for in-principle approval, listing approval thereof with the Stock Exchange 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 authorized 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."

ITEM NUMBER 4:

TO WITHDRAW THE OFFER, ISSUE AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS

TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"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 reenactment thereof for the time being in force) ("the Act") the consent of the members is hereby accorded to ratify and take on record the withdrawal of all the previous proposal relating to Offer and allotment of Equity shares of the Company for Cash and Non – Cash Consideration, approval for the same was sought from the members in the Annual General meeting concluded on September 17, 2024"

"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."

ITEM NUMBER 5:

TO RATIFY THE ACTS RENDERED BY MR. RAVINDRAN GOVINDAN (DIN: 03137661) AS A MANAGING DIRECTOR OF THE COMPANY.

TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT the consent of the members be and is hereby granted to take on record the receipt of communication from the Ministry of Corporate Affairs, dated November 26, 2024, regarding a defect related to the delay in filing the necessary e-forms for the appointment of Mr. Ravindran Govindan (DIN: 03137661) as Managing Director, effective from May 4, 2024, pursuant to the resolution passed in the Postal Ballot concluded on July 5, 2024."

"RESOLVED FURTHER THAT pursuant to Section 176 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or reenactment thereof for the time being in force) ("the Act") the consent of the members is hereby accorded to ratify the acts done by Mr. Ravindran Govindan (DIN: 03137661) as Managing Director from May 04, 2024 till the date of receipt of Communication from Ministry of Corporate Affairs"



ITEM NUMBER 6:

TO APPOINT MR. RAVINDRAN GOVINDAN (DIN: 03137661) AS MANAGING DIRECTOR OF THE COMPANY

TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED FURTHER THAT subject to the approval of Central Government and pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“the Act”), consent of the Company be and is hereby accorded to the appointment of Mr. Ravindran Govindan (DIN: 03137661) as the Managing Director, for a period of 5 (Five) years commencing from the date of members' approval at 1st Extra ordinary General Meeting for the Financial year 2024 - 2025 on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice, with the power to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment as it may deem fit approved by the Members of the Company.

RESOLVED FURTHER THAT the total remuneration payable as detailed in the explanatory statement annexed to the notice, computed in accordance with the provisions of Section 198 read with Schedule V to the Act, 2013 and as recommended by the Nomination and Remuneration Committee during the said tenure be and is hereby approved.

RESOLVED FURTHER THAT the scope and quantum of remuneration specified may be enhanced, enlarged, widened, altered or varied by the Board, in light of and in conformity with any amendment to the relevant provisions of the Act, 2013 and/or the rules and regulations made thereunder and/or such guidelines, as may be announced by the Central Government / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) from time to time.

RESOLVED FURTHER THAT Mr. Ravindran Govindan (DIN: 03137661) as Chairman and Managing Director of the Company shall have substantial powers of management of the affairs of the Company, in accordance with the articles of association of the Company, the provisions of the Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and such powers and duties that may be vested upon him by the board, from time to time.

RESOLVED FURTHER THAT the Board of Directors or any Key Managerial Personnel of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

**By the Order of the Board
For Fischer Medical Ventures Limited
(Formerly known as Fischer Chemic Limited)**

Sd/-

**Venkatasubramanian Aravindkumar
Company Secretary & Compliance Officer**

**Date: 03rd January 2025
Place: Chennai**

NOTES TO THE NOTICE: -

- 1.** The Statement setting out the material facts concerning each item of special business to be transacted at the General Meeting, in terms of Section 102 of the Companies Act, 2013, is enclosed hereto. Relevant documents as referred to in the Notice of Extra Ordinary General Meeting (" EOGM ") and the said Statement will be available for online inspection at the Website of the Company till the conclusion of the EOGM. For online inspection, go to / click on the following Website Link: www.fischermv.com
- 2.** The Government of India, Ministry of Corporate Affairs has allowed conducting EOGM through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") and dispensed the personal presence of the Shareholders at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 09/2023 dated September 25, 2023 read with Circular No. 14/2020 dated 8th April, 2020 and Circular No. 17/2020 dated 13th April, 2020 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/DDHS/P/ CIR/2022/0063 dated May 13, 2022, Circular No. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated 5th January, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the EOGM through VC/OVAM. In terms of the said circulars, the EOGM of the Shareholders will be held through VC/OAVM. Hence, Shareholders can attend and participate in the EOGM through VC/OAVM only.
- 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 appointment at this EOGM is annexed.
- 4.** Pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Shareholders is not available for this EOGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EOGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- 5.** The attendance of the Shareholders attending the EOGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 6.** In line with the aforesaid MCA Circulars, the Notice calling the EOGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories as on **Friday January 03, 2025**. Members may note that the Notice has been uploaded on the website of the Company at www.fischermv.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the EOGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- 7.** The Shareholders can join the EOGM through the VC/ OAVM mode 15 (fifteen) 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 EOGM through VC/OAVM will be made available for 1,000 Shareholders 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 the EOGM without restriction on account of first come first served basis.
- 8.** 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.

- 9.** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent 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.
- 10.** Members holding shares in physical form, in their own interest, are requested to dematerialise the shares to avail the benefits of electronic holding / trading.
- 11.** 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.
- 12.** 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: -
 - i. any change in their address / bank mandate.
 - ii. particulars of their bank account, in case they have not been sent earlier.
 - iii. 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.
 - iv. 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.
- 13.** 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 EOGM. 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.
- 14.** The register of members and the share transfer register will remain closed for a period of seven days from January 25 2025 to January 31 2025 (both days inclusive) for the purpose of EOGM.
- 15.** The Members who have cast their vote by remote e-voting prior to the EOGM may also attend / participate in the EOGM 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.
- 16.** 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 January 24, 2025. Members whose names appear on the Register of Members / List of Beneficial Owners as on Cut- off date i.e., January 24, 2025 will be considered for the purpose of availing Remote e-Voting or Vote in the EOGM. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.



17. 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.

18. The Scrutiniser shall, immediately after the conclusion of voting at EOGM, 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.

19. The voting results of the EOGM 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.





THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on **Tuesday, January 28 2025, at 9.00 A.M.** and ends on **Thursday, January 30 2025 at 5.00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of January 24 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. **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) mobile number and email Id in their demat accounts in order to access e-Voting facility.

- 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 given below

Type of shareholders	Login Method
<p>Individual Shareholders holding Securities in Demat Mode with NSDL</p>	<p>A. NSDL IDeAS facility</p> <ol style="list-style-type: none"> 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. 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 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. Shareholders / Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="635 1451 957 1653" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding Securities in Demat Mode with CDSL	<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 or log in 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 <p>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) can login through their Depository Participants.	<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 abovementioned website.

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

Login type	Helpdesk details
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 and 22-23058542-43.
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

B. Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

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> 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 132616 then user ID is 132616001***

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'?

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 Shares held in Physical Form. The .pdf file contains your 'User ID' and your 'initial Password'. 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" 132616 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 EOGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EOGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members / Shareholders, who will be present in the EOGM 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 EOGM after the conclusion of EOGM till expiry of 30 minutes.
3. Members who have voted through Remote e-Voting will be eligible to attend the EOGM. However, they will not be eligible to vote at the EOGM.

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



INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EOGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EOGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVEN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EOGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 14 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@fischermv.com. The shareholders who do not wish to speak during the EOGM but have queries may send their queries in advance 14 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@fischermv.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EOGM 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 available during the EOGM.
10. Members who need assistance before or during the EOGM, 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.

OTHER INFORMATION:

- i. 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.
- ii. 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.
- iii. 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.
- iv. 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).

**By the Order of the Board
For Fischer Medical Ventures Limited
(Formerly known as Fischer Chemic Limited)
Sd/-
Venkatasubramanian Aravindkumar
Company Secretary & Compliance Officer**

**Date: 03rd January 2025
Place: Chennai**



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

ITEM NUMBER 1: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:

The present Authorised Share Capital of the Company is INR 60,00,00,000 (Rupees Sixty Crores Only) divided into 6,00,00,000 (Six Crore) Equity Shares INR 10/- (Rupees Ten only) each. Considering the increased fund requirements and future plans of the Company, the Board at its Meeting held on Friday January 03 2025 had accorded its approval for increasing the Authorised Share Capital up to INR 80,00,00,000 (Rupees Eighty Crores Only) divided into 8,00,00,000 (Eight Crore) Equity Shares INR 10/- (Rupees Ten only) each subject to shareholder's approval.

Hence, pursuant to the provision of section 61 and section 13 of the Companies Act 2013 it is proposed to increase the Authorised Share Capital of the Company from existing INR 60,00,00,000 (Rupees Sixty Crores Only) divided into 6,00,00,000 (Six Crore) Equity Shares INR 10/- (Rupees Ten only) each to INR 80,00,00,000 (Rupees Eighty Crores Only) divided into 8,00,00,000 (Eight Crore) Equity Shares INR 10/- (Rupees Ten only) each and the new shares shall be ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration/substituted so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association requires approval of shareholders.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the Notes of the Notice.

The Board of directors, accordingly, recommends the passing of Ordinary Resolution as set out at Item Number 1 of this Notice, for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, whether directly or indirectly, in the resolution mentioned at Item Number 1 of the Notice except to the extent of their shareholding in the Company.

ITEM NUMBER 2:

The Members are hereby informed that the Company requires infusion of funds for enhancement of its capital base and to augment the long-term funding needs viz., to support the expansion of business and for general corporate purposes and working capital requirements. Such fund requirements can be met by the Company either through capital fund or borrowed fund.

Hence, to ensure the smooth flow of the business the Board of Directors of the Company in their meeting held on Friday, January 03, 2025, in accordance with Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI (ICDR) Regulations and the SEBI (LODR) Regulations as amended from time to time, issue and allotment of upto 1,05,22,000 (One Crore Five Lakhs Twenty Two Thousand) Equity Shares of INR 10/- (Rupees Ten only) each, on a preferential basis to the proposed allottee(s) as mentioned below, for cash at a price of INR 234/- (Rupees Two Hundred and Thirty Four Only) per Equity Share (including a premium of INR 224/- Rupees Two hundred and Twenty Four Only) ("Preferential Allotment Price"), aggregating to INR 2,46,21,48,000 (Rupees Two Hundred Forty Six Crore Twenty One Lakhs Forty Eight Thousand Only) on preferential and private placement subject to approval of Shareholders.



Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of equity shares, the shareholding of the Promoters and Promoter Group will decrease as per details given in this statement.

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 are: -

- (a) **Growth Objectives of the Company:** To make investments in Wholly owned subsidiaries of the Company to broaden the position of the Company in the field of imaging technologies and preventive healthcare devices, not exceeding INR 1,84,66,11,000/-
- (b) **General Corporate Purposes:** Up to 25% (Twenty Five percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company, as applicable, in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as "General Corporate Purposes) not exceeding INR 61,55,37,000/-

Any amount in excess unutilised portion of the receipt under general corporate purpose will be utilised by the Company for meeting its working capital requirement.

The funds will be kept as Deposits/Investments with banks or in debt mutual funds schemes or in accordance with the policies formulated by the Board from time to time, under applicable laws, and the Board shall have the flexibility to deploy the issue proceeds, till the issue proceeds are fully utilized.

As the proposed total issue size including warrants and equity is exceeding Rupees 100 crores, Pursuant to Regulation 162A of SEBI, the Board has appointed M/s. Infomerics Valuation and Rating Pvt. Ltd., agency registered with SEBI to monitor the proceeds of the issue and to submit its report to the Company, on a quarterly basis, till hundred percent of the proceeds of the issue have been utilised.

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 1,05,22,000 (One Crore Five Lakhs Twenty Two Thousand) Equity Shares of INR 10/- (Rupees Ten Only) each, on a preferential basis to the proposed allottee(s) as mentioned below, for cash at a price of INR 234/- (Rupees Two Hundred and Thirty Four Only) per Equity Share (including a premium of INR 224/- Rupees Two hundred and Twenty Four Only) ("Preferential Allotment Price"), aggregating to INR 2,46,21,48,000 (Rupees Two Hundred Forty Six Crore Twenty One Lakhs Forty Eight Thousand Only).



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 **Wednesday 01st January 2025** 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 Rs. 234/- (Rupees Two Hundred and Thirty-Four Only) per Equity Share which is not less than the price as determined by the registered valuer.

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:

CA Amit Maloo Chartered Accountants Registered Valuer IBBI Reg. No.: IBBI/RV/07/2020/13625
Address: B 1205, Ekta Terrances, Mahavir Nagar, Kandivali West, Mumbai 400067,
Email: amitmaloo@gmail.com ; amit@collabadvisors.com Mobile: +91 9833697988

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.midwestgoldltd.com/investors.html>

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

Upto INR 2,46,21,48,000 (Rupees Two Hundred Forty-Six Crore Twenty One Lakhs Forty Eight Thousand Only).

6. Principal terms of Assets charged as securities:

Not Applicable

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	86,00,153	12.46
2	Foreign				
	Body Corporate	3,31,76,112	62.01	3,54,76,112	51.39
	Sub Total (A)	4,00,76,265	74.91	4,40,76,265	63.84
B	Non-Promoter Holding				
B1	Institutions				
B2	Institutions (Domestic)	9,00,000	1.68	9,00,000	1.30
B3	Institutions (Foreign)	27,15,000	5.07	35,30,680	5.11
	Sub Total (B1)	36,15,000	6.76	44,30,380	6.42
B2	Non – Institutions				
1	Individuals (share Capital up to Rs. 2 lakhs)	4,81,301	0.90	67,57,251	9.79
2	Individuals (share Capital in excess of Rs. 2 lakhs)	82,78,327	15.47	1,03,12,327	14.94
3	Non Resident Indians (NRIs)	1,926	0.00	1,926	0.00
4	Bodies Corporate	1,62,565	0.30	22,31,435	3.23
5	Any Other (Corporate Body-Broker)	5	0.00	5	0.00
a	HUF	8,84,606	1.65	11,59,106	1.68
b	Trust	5	0.00	70,005	0.10
	Sub Total (B2)	98,08,735	18.33	2,05,32,055	29.74
	Sub-Total (B) [B1+ B2]	1,34,23,735	25.09	2,49,62,735	36.16
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	6,90,39,000	100

**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:

There shall be no change in management or control of the Company pursuant to the issue and allotment of equity shares.

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 allotment on preferential basis to any person.

12. Valuation for consideration other than cash:

Not applicable.

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:

Not applicable.

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 dematerialized 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	Vinay Rajendrakumar Nagda	Non-Promoter	NA	-	-	10,00,000	10,00,000	1.45	Non-Promoter
2	Palaniammal Enterprises	Non-Promoter	Suriyamoorthy Shanmugavel Valli Priyadarshini	-	-	8,54,700	8,54,700	1.24	Non-Promoter
3	Unistone Capital Private Limited	Non-Promoter	Brijesh Jitendra Parekh	1,00,000	0.19	3,87,000	4,87,000	0.71	Non-Promoter
4	Sadashiv Kanyana Shetty	Non-Promoter	NA	1,59,647	0.30	3,17,000	4,76,647	0.69	Non-Promoter
5	Necta Bloom Vcc - Necta Bloom One	Non-Promoter	Amul Shah & Bharti Shah	-	-	3,00,000	3,00,000	0.43	Non-Promoter
6	IEGFL Equity Opportunity	Non-Promoter	Arvind Krishnan Udhaya Kumar Varadharajan	2,00,000	2.24	2,15,680	14,15,680	2.05	Non-Promoter
7	Rita Goel	Non-Promoter	NA	-	-	2,00,000	2,00,000	0.29	Non-Promoter
8	Unirock Ventures Llp Sonal Ashok Kumar Dungani Jagaruti Jaysukh Mehta	Non-Promoter	Sonal Ashok Kumar Dungani Jagaruti Jaysukh Mehta	-	-	1,80,000	1,80,000	0.26	Non-Promoter

9	Naresh Saraaf	Non-Promoter	NA	500	0.00	1,71,000	1,71,500	0.25	Non-Promoter
10	Harsh Sarwankumar Saraf	Non-Promoter	NA	-	-	1,71,000	1,71,000	0.25	Non-Promoter
11	Santosh Reddy Samala	Non-Promoter	NA	-	-	1,50,000	1,50,000	0.22	Non-Promoter
12	Pramesh Wealth Private Limited	Non-Promoter	PATEL RAMCHANDRA RAMANLAL	-	-	1,11,000	1,11,000	0.16	Non-Promoter
13	Anuradha Khan	Non-Promoter	NA	-	-	1,05,000	1,05,000	0.15	Non-Promoter
14	Saumik Ketan Doshi	Non-Promoter	NA	-	-	1,00,000	1,00,000	0.14	Non-Promoter
15	Sanjay Ramavtar Goenka	Non-Promoter	NA	-	-	1,00,000	1,00,000	0.14	Non-Promoter
16	Anamika Pandey	Non-Promoter	NA	142	0.00	1,00,000	1,00,142	0.15	Non-Promoter
17	Vidhya Srikanth	Non-Promoter	NA	-	-	1,00,000	1,00,000	0.14	Non-Promoter
18	Sajal Yadav	Non-Promoter	NA	-	-	1,00,000	1,00,000	0.14	Non-Promoter
19	Rashesh Mehta	Non-Promoter	NA	2,25,000	0.42	99,000	3,24,000	0.47	Non-Promoter
20	Thermopads Private Limited	Non-Promoter	Nandkishore Ghurka Ghurka Chetan	-	-	86,000	86,000	0.12	Non-Promoter
21	Zulia Zafar	Non-Promoter	NA	-	-	85,500	85,500	0.12	Non-Promoter
22	Ami Tushar Mehta	Non-Promoter	NA	-	-	75,500	75,500	0.11	Non-Promoter
23	Manu Jairamdas Mansharamani	Non-Promoter	NA	-	-	75,000	75,000	0.11	Non-Promoter
24	Amrish Harnish Kothari	Non-Promoter	NA	-	-	75,000	75,000	0.11	Non-Promoter

25	Ritesh Ramesh Chand Agarwal	Non-Promoter	NA	-	-	75,000	75,000	0.11	Non-Promoter
26	Triveni Trust (Mahendra Kumar Dhanuka, Rahul Dhanuka, Mridul Dhanuka are Beneficiaries)	Non-Promoter	Mahendra Kumar Dhanuka Rahul Dhanuka Mridul Dhanuka	50,000	0.09	70,000	1,20,000	0.17	Non-Promoter
27	S S Khetpalia Finance & Investments Shobha Sunil Khetpalia Sunil Khetpalia	Non-Promoter	Shobha Sunil Khetpalia Sunil Khetpalia	-	-	64,120	64,120	0.09	Non-Promoter
28	Vaibhav Chandrakant Sanghavi Huf	Non-Promoter	Vaibhav Chandrakant Sanghavi	-	-	63,000	63,000	0.09	Non-Promoter
29	Arangasamy K V	Non-Promoter	NA	-	-	50,000	50,000	0.07	Non-Promoter
30	Devang Chandrakant bhai Shah	Non-Promoter	NA	-	-	50,000	50,000	0.07	Non-Promoter
31	Mira Chirag Shah	Non-Promoter	NA	-	-	50,000	50,000	0.07	Non-Promoter
32	Chirag Shyam Rathi	Non-Promoter	NA	10	0.00	50,000	50,010	0.07	Non-Promoter
33	Shyamsunder Rathi	Non-Promoter	NA	5	0.00	50,000	50,005	0.07	Non-Promoter
34	Katepalli Shyamprasad Ramulu	Non-Promoter	NA	-	-	50,000	50,000	0.07	Non-Promoter
35	Nayna Naresndra Shah	Non-Promoter	NA	-	-	50,000	50,000	0.07	Non-Promoter
36	Nimit Krishnakant Parikh	Non-Promoter	NA	-	-	50,000	50,000	0.07	Non-Promoter
37	Kiran Mohanlal Jain	Non-Promoter	NA	-	-	50,000	50,000	0.07	Non-Promoter
38	Mohanlal Girdharilal Jain	Non-Promoter	NA	-	-	50,000	50,000	0.07	Non-Promoter

39	Ronit Kirankumar Jain	Non-Promoter	NA	-	-	50,000	50,000	0.07	Non-Promoter
40	Uttamkumar Mohanlal Jain	Non-Promoter	NA	-	-	50,000	50,000	0.07	Non-Promoter
41	Harit Exports Private Limited	Non-Promoter	Mohit Ramgopal Agrawal	-	-	50,000	50,000	0.07	Non-Promoter
42	Red Soil Partners Llp Sarveswar Reddy Sanivarapu Gudapu Reddy Sreedar Reddy	Non-Promoter	Sarveswar Reddy Sanivarapu Gudapu Reddy Sreedar Reddy	-	-	50,000	50,000	0.07	Non-Promoter
43	Kamal Hassan	Non-Promoter	NA	-	-	50,000	50,000	0.07	Non-Promoter
44	Mukesh Saraswat	Non-Promoter	NA	-	-	50,000	50,000	0.07	Non-Promoter
45	Shreyas Santosh Iyer	Non-Promoter	NA	-	-	50,000	50,000	0.07	Non-Promoter
46	Aquarius Wealth Services Private Limited	Non-Promoter	Amit Gupta Anil Gadoo	-	-	50,000	50,000	0.07	Non-Promoter
47	Rhythem Arvind Shah	Non-Promoter	NA	-	-	50,000	50,000	0.07	Non-Promoter
48	Manoj Jagatrai Makhija	Non-Promoter	NA	-	-	50,000	50,000	0.07	Non-Promoter
49	Arti Vinodray Donga	Non-Promoter	NA	-	-	45,000	45,000	0.07	Non-Promoter
50	Akshay Rajesh Khandor	Non-Promoter	NA	-	-	45,000	45,000	0.07	Non-Promoter
51	Deepa Jain	Non-Promoter	NA	-	-	45,000	45,000	0.07	Non-Promoter
52	Hareshkumar V Maheta	Non-Promoter	NA	-	-	45,000	45,000	0.07	Non-Promoter
53	Jayeshkumar Vinodchadnra Khandor	Non-Promoter	NA	-	-	45,000	45,000	0.07	Non-Promoter

54	Khandol Ushma Darshan	Non-Promoter	NA	-	-	45,000	45,000	0.07	Non-Promoter
55	Mehul Hiralal Gandhi	Non-Promoter	NA	-	-	45,000	45,000	0.07	Non-Promoter
56	Neha Amit Kubadia	Non-Promoter	NA	-	-	45,000	45,000	0.07	Non-Promoter
57	Nileshkumar Rameshchandra Thacker	Non-Promoter	NA	-	-	45,000	45,000	0.07	Non-Promoter
58	Nisith Rasiklal Mehta	Non-Promoter	NA	-	-	45,000	45,000	0.07	Non-Promoter
59	Parekh Aayush Vipulkumar	Non-Promoter	NA	-	-	45,000	45,000	0.07	Non-Promoter
60	Saurav Raidhani	Non-Promoter	NA	-	-	45,000	45,000	0.07	Non-Promoter
61	Shaileshbhai Ratilal Shah	Non-Promoter	NA	-	-	45,000	45,000	0.07	Non-Promoter
62	Trupti Paras Mehta	Non-Promoter	NA	-	-	45,000	45,000	0.07	Non-Promoter
63	Vicky Vinodbhai Datraniya Huf	Non-Promoter	Vicky Vinodbhai Datraniya	-	-	45,000	45,000	0.07	Non-Promoter
64	Clinch Solution Pms Llp Ashish Kumar Jain Preksha Jain	Non-Promoter	Ashish Kumar Jain Preksha Jain	-	-	43,000	43,000	0.06	Non-Promoter
65	Sambhu Bhutia	Non-Promoter	NA	-	-	43,000	43,000	0.06	Non-Promoter
66	Shilpa Jain	Non-Promoter	NA	-	-	42,800	42,800	0.06	Non-Promoter
67	Yash Jain	Non-Promoter	NA	-	-	42,800	42,800	0.06	Non-Promoter
68	Alpha Financials Sheela Bangad	Non-Promoter	Sheela Bangad	-	-	42,800	42,800	0.06	Non-Promoter
69	Allahrakka Ameen	Non-Promoter	NA	-	-	42,750	42,750	0.06	Non-Promoter

70	Starls Associates	Non-Promoter	C Latha S Sivaramkanan	-	-	42,750	42,750	0.06	Non-Promoter
71	Vimala Devi Daga	Non-Promoter	NA	-	-	42,700	42,700	0.06	Non-Promoter
72	Vikas Soni	Non-Promoter	NA	-	-	42,700	42,700	0.06	Non-Promoter
73	Rashmi Agarwal	Non-Promoter	NA	-	-	42,700	42,700	0.06	Non-Promoter
74	Jigar Ajay Gandhi	Non-Promoter	NA	-	-	38,500	38,500	0.06	Non-Promoter
75	Algokosh Capital Private Limited	Non-Promoter	Mohit Arvindbhai Mehta Hansaben Kanakkumar Mehta Shilpa Nareshbhai Mehta	-	-	36,000	36,000	0.05	Non-Promoter
76	Ami Darshan Karia	Non-Promoter	NA	-	-	36,000	36,000	0.05	Non-Promoter
77	Chirag Kishore Mehta	Non-Promoter	NA	-	-	36,000	36,000	0.05	Non-Promoter
78	Darshan Harish Karia	Non-Promoter	NA	-	-	36,000	36,000	0.05	Non-Promoter
79	Jitendra Vadilal Khandol	Non-Promoter	NA	-	-	36,000	36,000	0.05	Non-Promoter
80	Komalben Vaibhav Shah	Non-Promoter	NA	-	-	36,000	36,000	0.05	Non-Promoter
81	Nivedita	Non-Promoter	NA	-	-	36,000	36,000	0.05	Non-Promoter
82	Rajvi Devansh Khandol	Non-Promoter	NA	-	-	36,000	36,000	0.05	Non-Promoter
83	Richa Hirenkumar Mehta	Non-Promoter	NA	-	-	36,000	36,000	0.05	Non-Promoter
84	Silki Ketan Doshi	Non-Promoter	NA	4.00	0.00	36,000	36,004	0.05	Non-Promoter

85	Suchi Divyesh Gandhi	Non-Promoter	NA	-	-	36,000	36,000	0.05	Non-Promoter
86	Suresh Ujamshi Trevadia	Non-Promoter	NA	-	-	36,000	36,000	0.05	Non-Promoter
87	Dnyaneshwar Sudam Badhe	Non-Promoter	NA	-	-	34,000	34,000	0.05	Non-Promoter
88	Kaushik Govindbhai Akhani	Non-Promoter	NA	-	-	33,000	33,000	0.05	Non-Promoter
89	Pujara Khyati Pramodkumar	Non-Promoter	NA	-	-	33,000	33,000	0.05	Non-Promoter
90	Smita Devendra Rane	Non-Promoter	NA	-	-	32,000	32,000	0.05	Non-Promoter
91	Hemantkumar Ramnarayan Rao Huf	Non-Promoter	Rao Hemantkumar R	-	-	31,500	31,500	0.05	Non-Promoter
92	Sanivarapu Akhil Reddy	Non-Promoter	NA	-	-	30,000	30,000	0.04	Non-Promoter
93	Rajesh Goswami	Non-Promoter	NA	-	-	30,000	30,000	0.04	Non-Promoter
94	Siddhant Pankaj Manudhane	Non-Promoter	NA	-	-	30,000	30,000	0.04	Non-Promoter
95	Surendra Singh	Non-Promoter	NA	-	-	30,000	30,000	0.04	Non-Promoter
96	Fierce Realty Llp Yoginkumar Ashokbhai Patel	Non-Promoter	Yoginkumar Ashokbhai Patel	-	-	28,500	28,500	0.04	Non-Promoter
97	Jayendrakumar Nandlal Shah	Non-Promoter	NA	-	-	28,500	28,500	0.04	Non-Promoter
98	Ashish Agarwal	Non-Promoter	NA	-	-	28,000	28,000	0.04	Non-Promoter
99	Jigna Jineshkumar Mehta	Non-Promoter	NA	-	-	27,000	27,000	0.04	Non-Promoter
100	Kiritbhai Manubhai Shah (Huf)	Non-Promoter	Kiritbhai Manubhai Shah	-	-	27,000	27,000	0.04	Non-Promoter

101	Meena Hiren Doshi	Non-Promoter	NA	-	-	27,000	27,000	0.04	Non-Promoter
102	Pushpa Rahul Vora	Non-Promoter	NA	-	-	27,000	27,000	0.04	Non-Promoter
103	Sarvesh Tiwari	Non-Promoter	NA	-	-	27,000	27,000	0.04	Non-Promoter
104	Shah Anshul Indreshbhai	Non-Promoter	NA	-	-	27,000	27,000	0.04	Non-Promoter
105	Sevanti Chamanalal Sanghavi	Non-Promoter	NA	-	-	27,000	27,000	0.04	Non-Promoter
106	Nallabotalla Narendranath	Non-Promoter	NA	-	-	25,000	25,000	0.04	Non-Promoter
107	Nivetha S P	Non-Promoter	NA	-	-	25,000	25,000	0.04	Non-Promoter
108	Rajasundaresan Mahendran	Non-Promoter	NA	-	-	25,000	25,000	0.04	Non-Promoter
109	Amit Babulal Agarwal	Non-Promoter	NA	-	-	25,000	25,000	0.04	Non-Promoter
110	Amita Babulal Agarwal	Non-Promoter	NA	-	-	25,000	25,000	0.04	Non-Promoter
111	Babulal Agarwal	Non-Promoter	NA	-	-	25,000	25,000	0.04	Non-Promoter
112	Saurabh Vijay Jain	Non-Promoter	NA	-	-	25,000	25,000	0.04	Non-Promoter
113	Siddhanth Rajmohan Gupta Brijmohan Chandrabhan Gupta	Non-Promoter	NA	-	-	25,000	25,000	0.04	Non-Promoter
114	Ankita Maheshwari	Non-Promoter	NA	-	-	25,000	25,000	0.04	Non-Promoter
115	Manoj Jain	Non-Promoter	NA	-	-	25,000	25,000	0.04	Non-Promoter
116	Mudit Lakhotia	Non-Promoter	NA	-	-	25,000	25,000	0.04	Non-Promoter

117	Suresh Jethalal Dama	Non-Promoter	NA	-	-	25,000	25,000	0.04	Non-Promoter
118	Pooja Manish Pipara	Non-Promoter	NA	-	-	25,000	25,000	0.04	Non-Promoter
119	Hina Hiren Vaghani	Non-Promoter	NA	-	-	25,000	25,000	0.04	Non-Promoter
120	Kuldipak Arora	Non-Promoter	NA	-	-	25,000	25,000	0.04	Non-Promoter
121	Revathy Chithamalai	Non-Promoter	NA	-	-	25,000	25,000	0.04	Non-Promoter
122	Prerna Kothari	Non-Promoter	NA	-	-	25,000	25,000	0.04	Non-Promoter
123	Ashok Bhawanji Chheda	Non-Promoter	NA	-	-	23,000	23,000	0.03	Non-Promoter
124	Deepak Vadilal Shah	Non-Promoter	NA	-	-	23,000	23,000	0.03	Non-Promoter
125	Shailesh Kasturchand Patwa	Non-Promoter	NA	-	-	23,000	23,000	0.03	Non-Promoter
126	Vijay Sanghavi	Non-Promoter	NA	-	-	23,000	23,000	0.03	Non-Promoter
127	Anup Gupta	Non-Promoter	NA	-	-	22,000	22,000	0.03	Non-Promoter
128	Ajaykumar Gupta	Non-Promoter	NA	-	-	22,000	22,000	0.03	Non-Promoter
129	Binaben Nayankumar Mehta	Non-Promoter	NA	-	-	22,000	22,000	0.03	Non-Promoter
130	Dhrumil Chetan Sheth	Non-Promoter	NA	-	-	22,000	22,000	0.03	Non-Promoter
131	Kamal Jitendra Mehta Huf	Non-Promoter	Kamal Jitendra Mehta	-	-	22,000	22,000	0.03	Non-Promoter
132	Kunwar Aabid	Non-Promoter	NA	-	-	22,000	22,000	0.03	Non-Promoter
133	Rupinder Kaur Mann	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter

134	Satinder Singh	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
135	Raksha Rahul Shah	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
136	Harshil Ashok Shah	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
137	Shriti Sethia	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
138	Keyur Manojbhai Soni	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
139	Dr Komalkumar Khona	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
140	Anita Jaideep Sampat	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
141	Nehal Maulick Maniar	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
142	Ashok Munshi	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
143	Bhavin Kantilal Sanghavi	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
144	Kuumar Nanalal Ghoda	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
145	Manju A Jain	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
146	Manoj Maneklal Shah Huf	Non-Promoter	Manoj Maneklal Shah	-	-	21,500	21,500	0.03	Non-Promoter
147	Nehal Mitesh Mehta	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
148	Nirav Hasmukhlal Sheth	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
149	Priyanka Sarda	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
150	Vaibhav Arvind Vora	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter

151	Kirtilal Babulal Gandhi	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
152	Bhavin Becharbhai Mangrolia	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
153	Hitesh Harishbhai Agarwal	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
154	Manav Vijaykumar Kothari	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
155	Nisha Ashay Shah	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
156	Rimpal Bharatkumar Saglani	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
157	Vanlila K Patel	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
158	Vrunda Harin Shah	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
159	Vivek Surana	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
160	G Prakash Chand Baid Huf	Non-Promoter	Prakash Chand G	-	-	21,500	21,500	0.03	Non-Promoter
161	Gothamchand A Huf	Non-Promoter	Gotham Chnad	-	-	21,500	21,500	0.03	Non-Promoter
162	Mi Lifestyle Marketing Global Private Limited	Non-Promoter	Kolla Sathya Narayana	-	-	21,500	21,500	0.03	Non-Promoter
163	Nekita Gautamchand Jain	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
164	Padamkumar Ramchandra Soni	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
165	Sandeep Bhandari	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
166	Shagun Capital Venture Shankesh Vijayakumar Manav Vijayakumar	Non-Promoter	Shankesh Vijayakumar Manav Vijayakumar	-	-	21,500	21,500	0.03	Non-Promoter

167	Varsha H Jain	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
168	Vikas Rekha Bohra	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
169	Meena Sunil Jangle	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
170	Ajay Bhikamchand Jain	Non-Promoter	NA	20	0.00	21,500	21,500	0.03	Non-Promoter
171	Ritesh Ashok Jain	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
172	Dipali Pankaj Rote	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
173	Vikash Mittal	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
174	Deepak Suresh Chaudhari	Non-Promoter	NA	126	0.00	21,500	21,500	0.03	Non-Promoter
175	Vaibhav Chandrakant Rane	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
176	Shirish Madhukarrao Chaudhari	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
177	Trupti Dnyaneshwar Badhe	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
178	Sandeep Daga	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
179	Anuja Sandeep Daga	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
180	R Vaidyanathan	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
181	Roshan Agarwal	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
182	Bharti Deepak Chaudhari	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
183	Neeraj Agrawal HUF	Non-Promoter	NEERAJ AGRAWAL	-	-	21,500	21,500	0.03	Non-Promoter

184	Vinod Pitambar Chaudhari	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
185	Narendra Daulatrao Wagh	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
186	Amarendra Sahu	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
187	Mahesh Kumar Agarwal	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
188	Surendra Kumar Agarwal	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
189	Darshan K Agrawal	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
190	Naveen Kumar Goyal	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
191	Sumit Bhupendra Doshi	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter
192	Vinod Kumar Bansal	Non-Promoter	NA	3,102	0.01	21,500	21,500	0.04	Non-Promoter
193	Dipen Prakash Mehta	Non-Promoter	NA	-	-	21,500	21,500	0.03	Non-Promoter

****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***

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 2 in the accompanying notice for approval by the Members.

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

ITEM NUMBER 3:

The Members are hereby informed that the Company requires infusion of funds for enhancement of its capital base and to augment the long-term funding needs viz., to support the expansion of business and for general corporate purposes and working capital requirements and repayment of existing loans. Such fund requirements can be met by the Company either through capital fund or borrowed fund.



The Company requires infusion of funds for enhancement of its capital base and to augment the long-term funding needs viz., to support the expansion of business and for general corporate purposes and working capital requirements and repayment of existing loans. Such fund requirements can be met by the Company either through capital fund or borrowed fund.

Hence, to ensure the smooth flow of the business the Board of Directors of the Company in their meeting held on Friday 03rd January 2025 In accordance with Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI (ICDR) Regulations and the SEBI (LODR) Regulations as amended from time to time, issue and allotment of upto 50,17,000 (Fifty Lakhs Seventeen Thousand) Fully Convertible Warrants ("Warrants/ Convertible Warrants") for cash at an issue price of INR 234/- (Rupees Two Hundred and Thirty-Four Only) per Equity Share (including a premium of INR 224/- Rupees Two hundred and Twenty-Four Only) per warrant with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up Equity Share of face value of INR 10/- (Rupees Ten) each of the Company ("Equity Shares") within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to INR 117,39,78,000/- (Rupees One Hundred and Seventeen Crores Thirty-Nine Lakhs Seventy-Eight Thousand Only). on preferential and private placement subject to approval of Shareholders.

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of equity shares, the shareholding of the Promoters and Promoter Group may decrease as per details given in this statement.

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 are: -

- (a) **Growth Objectives of the Company:** To make investments in Wholly owned subsidiaries of the Company to broaden the position of the Company in the field of imaging technologies and preventive healthcare devices, not less than INR 88,04,83,500/- and
- (b) **General Corporate Purposes:** Up to 25% (Twenty Five percent) of the Issue Proceeds, not more than INR 29,34,94,500/- will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company, as applicable, in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws

Any amount in excess unutilised portion of the receipt under general corporate purpose will be utilised by the Company for meeting its working capital requirement.

The funds will be kept as Deposits/Investments with banks or in debt mutual funds schemes or in accordance with the policies formulated by the Board from time to time, under applicable laws, and the Board shall have the flexibility to deploy the issue proceeds, till the issue proceeds are fully utilized.

As the proposed total issue size including warrants and equity is exceeding Rupees 100 crores, Pursuant to Regulation 162A of SEBI, the Board has appointed M/s. Infomerics Valuation and Rating Pvt. Ltd., agency



registered with SEBI to monitor the proceeds of the issue and to submit its report to the Company, on a quarterly basis, till hundred percent of the proceeds of the issue have been utilised.

Any amount in excess unutilised portion of the receipt under general corporate purpose will be utilised by the Company for meeting its working capital requirement.

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 50,17,000 (Fifty Lakhs Seventeen Thousand) Fully Convertible Warrants ("Warrants/ Convertible Warrants") for cash at an issue price of INR 234/- (Rupees Two Hundred and Thirty-Four Only) per Equity Share (including a premium of INR 224/- Rupees Two hundred and Twenty-Four Only) per warrant with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up Equity Share of face value of INR 10/- (Rupees Ten) each of the Company ("Equity Shares") within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to INR 117,39,78,000/- (Rupees One Hundred and Seventeen Crores Thirty-Nine Lakhs Seventy-Eight Thousand Only).

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 **Wednesday 01st January 2025** 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 Rs. 234/- (Rupees Two Hundred and Thirty-Four Only) per Equity Share which is not less than the price as determined by the registered valuer.

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:

CA Amit Maloo Chartered Accountants Registered Valuer IBBI Reg. No.: IBBI/RV/07/2020/13625
Address: B 1205, Ekta Terrances, Mahavir Nagar, Kandivali West, Mumbai 400067, Email: amitmaloo@gmail.com ; amit@collabadvisors.com Mobile: +91 9833697988

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.midwestgoldltd.com/investors.html>

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

Upto INR 117,39,78,000/- (Rupees One Hundred and Seventeen Crores Thirty Nine Lakhs Seventy Eight Thousand Only).

6. Material terms of issue of Warrants/ Convertible Warrants:

The issue of Warrants shall be subject to the following terms and conditions:

- i. An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;
- ii. Each Warrant held by the Proposed Allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the "Warrant Exercise Period");
- iii. The Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under the SEBI ICDR Regulations;
- iv. The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission;
- v. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- vi. The Warrants and the equity shares be allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- vii. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI ICDR Regulations;
- viii. The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- ix. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.
- x. The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.
- xi. The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.

xii. The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchange where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority.

7. Principal terms of Assets charged as securities:

Not Applicable

8. 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 warrants except Mr. Shankar Varadharajan and M/s Time Medical International Ventures PTE Ltd.

9. 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	86,00,153	12.46
2	Foreign				
	Body Corporate	3,31,76,112	62.01	3,54,76,112	51.39
	Sub Total (A)	4,00,76,265	74.91	4,40,76,265	63.84
B	Non-Promoter Holding				
B1	Institutions				
B2	Institutions (Domestic)	9,00,000	1.68	9,00,000	1.30
B3	Institutions (Foreign)	27,15,000	5.07	35,30,680	5.11
	Sub Total (B1)	36,15,000	6.76	44,30,380	6.42
B2	Non – Institutions				
1	Individuals (share Capital up to Rs. 2 lakhs)	4,81,301	0.90	67,57,251	9.79
2	Individuals (share Capital in excess of Rs. 2 lakhs)	82,78,327	15.47	1,03,12,327	14.94
3	Non Resident Indians (NRIs)	1,926	0.00	1,926	0.00
4	Bodies Corporate	1,62,565	0.30	22,31,435	3.23
5	Any Other (Corporate Body-Broker)	5	0.00	5	0.00
a	HUF	8,84,606	1.65	11,59,106	1.68
b	Trust	5	0.00	70,005	0.10
	Sub Total (B2)	98,08,735	18.33	2,05,32,055	29.74
	Sub-Total (B) [B1+ B2]	1,34,23,735	25.09	2,49,62,735	36.16
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	6,90,39,000	100

*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

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

The allotment of Convertible Warrants 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).

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

There shall be no change in management or control of the Company pursuant to the issue and allotment of equity shares.

12. 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 allotment on preferential basis to any person.

13. Valuation for consideration other than cash:

Not applicable.

14. 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:

Not applicable.

15. Lock-in:

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

16. 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.

17. 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>.

18. 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 dematerialized form only;

19. 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.

20. 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:

Name of the Proposed Allottee	Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Pref Holding		Maximum Number of Proposed Equity Shares to be issued and allotted	Post-Pref Holding*	
			No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding
Shankar Varadharajan	Promoter	-	69,00,153	12.9	17,00,000	86,00,153	12.46
Time Medical International Ventures PTE Ltd	Promoter	Ravindran Govindan	3,31,76,112	62.01	23,00,000	3,54,76,112	51.39
Vritti Hitesh Kawa Roopal Hitesh Kawa	Non-Promoter	-	-	-	7,17,000	7,17,000	1.04
Vikasa India Eif I Fund	Non-Promoter	Mark Andrew Rankin Dorsey Randall Buttram Jr Roshen Pujari	15,15,000	2.83	3,00,000	18,15,000	2.63

*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

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 3 in the accompanying notice for approval by the Members.

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

ITEM NUMBER 4:

The Board at its meeting held on August 14 2024 had accorded approval from Board of Directors for the Proposal to Issue, offer and allot Equity shares of the Company for Cash and Non - Cash consideration on preferential basis for various allottees and accordingly respective approval was also sought for the same from the Members of the Company in Annual General Meeting held on September 17, 2024.

Further, the Board of Directors has applied to Bombay Stock exchange as part of In-principal approval for approval of Preferential issue, however due to change of Business plan, the Company has withdrawn the application made earlier and the same has been noted and approved by the Board in their Board Meeting held on January 03, 2025.

All other contents of the notice the 31st Annual General Meeting for the financial year 2023-2024 of the members of the company dated August 14, 2024 save and except as mentioned above shall remain unchanged.

Accordingly, all concerned shareholders, Stock Exchanges, Depositories, Registrar and Share Transfer Agent, agencies appointed for e-voting, other Authorities, regulators, and all other concerned persons are requested to take note of the above changes.

The Board of Directors accordingly recommends this resolution set out at Item Number 4 of the accompanying Notice for the approval of the Members as special resolution.

None of the Directors and Managers of the Company and Key Managerial Personnel and their relatives is concerned in any way or interested in the special resolution.

ITEM NUMBER 5:

The Shareholders of the Company has accorded approval for appointment of Mr. Ravindran Govindan (DIN: 03137661) as Chairman and Managing Director for a term of 5 (Five) years, effective May 04, 2024 and in this respect, necessary e-forms were duly filed with Ministry of Corporate Affairs including the prescribed fee, in accordance with the respective regulations.

The Company is in receipt of Communication from Ministry of Corporate Affairs dated November 26, 2024 relating to application filed for Appointment of Managing Director in e-form MR- 2 before the Central Government indicating that the application filed for Appointment of Managing Director in e-form MR- 2 before the Central Government has been filed beyond the stipulated time as required under the Provisions of Companies Act, 2013 and the application has been disposed off.

Consequent to the above, the Company has duly intimated with the exchanges and taken necessary steps in filing of e-form with Ministry of Corporate Affairs for Change in Designation of Director from Managing Director to Director.

Accordingly, all concerned shareholders, Stock Exchanges, Depositories, Registrar and Share Transfer Agent, agencies appointed for e-voting, other Authorities, regulators, and all other concerned persons are requested to take note of the above changes.



The Board of Directors accordingly recommends this resolution set out at Item Number 6 of the accompanying Notice for the approval of the Members as special resolution.

None of the Directors and Managers of the Company and Key Managerial Personnel and their relatives is concerned in any way or interested in the special resolution.

ITEM NUMBER 6:

The Board at its meeting held on January 3, 2025, based on the recommendation of the Nomination and Remuneration Committee of Directors (NRC), appointed Mr. Ravindran Govindan (DIN: 03137661) as Managing Director for a term of 5 (Five) years, commencing from the date of members' approval at this Extraordinary General Meeting, subject to the approval of the Central Government, in terms of Sections 196, 197 and 198 read with Schedule V to the Companies Act, 2013 a and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and

Regulations 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (The Listing Regulations, 2015).

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Regulation 17(1C) of Listing Regulations, Mr. Ravindran Govindan will hold the office of a Director only up to the date of the next general meeting or for a period of three months from the date of appointment, whichever is earlier.

Pursuant to the provisions of Schedule V of the Companies Act, 2013, a person shall not be eligible to be appointed as a Managing Director of the Company if he is not a resident of India i.e., staying in India for a continuous period of less than 12 months prior to the date of his appointment as a managerial person, unless the approval of the Central Government is obtained. As Mr. Ravindran Govindan (DIN: 03137661) has not been staying in India for a continuous period of 12 months prior to the date of his appointment, his appointment will be subject to the approval of the Central Government.

Mr. Ravindran Govindan has given his consent to act as the Managing Director of the Company and has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Company has also received declaration from him, confirming that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

The Company has also received notice under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Ravindran Govindan (DIN: 03137661) for the office of Chairman and Managing Director of the Company.

Mr. Ravindran Govindan, is a distinguished figure in law, entrepreneurship, and healthcare innovation, graduated from the National University of Singapore with a law degree. Rising through the ranks of the legal sphere, he founded a successful multi-partnership law firm and subsequently ventured into diverse sectors including property development and orchestrated several high-stakes IPOs. Having worked as an Executive Chairman and President for the Asia Pacific at Fisher Scientific Inc., he spearheaded multiple innovation, technological advancements, and novel solutions in healthcare. With over 45 years of experience, he founded Mercatus Capital Group in 2006, championing startups in emerging technologies. A trusted advisor to enterprises and individuals, Mr. Ravi's expertise extends globally, including his involvement with Latona Associates LLC His journey epitomizes resilience, innovation, and unwavering dedication, shaping the business landscape with his visionary leadership.

Details pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Extra ordinary General Meeting.

His association and experience would be of immense benefit to the Company, and it is desirable to continue to avail his services. Subject to the control and supervision of the Board of Directors, Mr. Ravindran Govindan (DIN: 03137661) shall perform such duties and exercise such powers as may be entrusted to him from time to time by the Board.

The proposed terms of remuneration are detailed below, which is in commensurate with the Industry Standards:

Sl No.	Components	Particulars of Remuneration
1.	Terms of office	5 years from conclusion of this Extra Ordinary General Meeting
2.	Basic Salary	Rs.6,00,000/- (Rupees Six Lakhs Only) per month, as recommended by NRC and approved by the Board at meetings held on 4th May, 2024. NRC shall review and decide on revision for the remaining period of his tenure.
3.	Commission	Such percentage of net profits of the Company as may be determined by the Board annually, from time to time, based on the recommendation of the Nomination and Remuneration Committee.
4.	Perquisites	Provision of Two cars with Driver for Company's work as well as for personal purposes Telephone at the residence and cell phone (including payment for local calls and long-distance international calls) including broadband, internet and fax. Rent free furnished residential accommodation or House Rent allowance of 85% of Basic salary All medical expenses for self and family including surgical expenses, travel, boarding and lodging expenses for patient and attendant(s), Personal accident insurance Payment of fees for two clubs in India including any admission / membership fees. Contribution to provident fund and gratuity as per the Company Policy Leave Salary on full pay and allowances as per rules of the Company, but not exceeding one month's leave for every eleven months of service. Leave accumulated shall be en-cashable at the end of the tenure, as per the Company's Policy.
5.	Reimbursement of Expenses	The Company will incur / reimburse all travel or other expenses incurred by him in furtherance of or in connection with performance of his duties.
6.	Other allowances	Maximum of 55% of the annual salary
7.	Minimum Remuneration	Notwithstanding anything to the contrary herein contained, where in any financial year during her said tenure, the Company has no profits or its profits are inadequate, the Company will pay to him a minimum monthly remuneration the salary mentioned in (2) and the perquisites mentioned in (4) above, however not exceeding the limits specified under Section II of Part II of Schedule V of the Act and she shall not be entitled to any commission.
8.	Other Clauses	The Board may revise the remuneration payable to Chairman & Managing Director, during any financial year during currency of his tenure of office, in such manner as may be agreed to between the Nomination and Remuneration Committee and the Board of Directors subject to the condition that the total remuneration by way of salary, perquisites, commission, other allowances and other benefits



Statement containing additional information as required in Schedule V of the Companies Act, 2013

1.General Information:

a. Nature of Industry:

Fischer Medical Ventures Ltd. (Fischer MVL) (formerly known as Fischer Chemic Limited) emerges as a pioneering force in the Indian market, specializing in the production of cost-efficient, high-quality Magnetic Resonance Imaging (MRI) systems.

b. Date or expected date of commencement of commercial production:

The Company's existing Wholly owned Subsidiary Company is in operation since 2023.

c. Financial Performance: for the financial year 2023-24

Particulars (Continuing Operations)	(Rs. in Lakhs)
Revenue	1,227.87
Operating Margin (PBT + Interest – Other Income)	(19.6)
EBITDA	55.52
PBT / (Loss before Tax) before Exceptional Items	53.87
PAT / (Loss after Tax)	40.28
Total Assets	9,183.16
Shares Outstanding (No.)	535
EPS (in Rupees)	0.150

d. Foreign investments or collaborators, if any:

Time Medical International Ventures PTE LTD (Singapore) holds 62.01% Equity shares in the Company as on 31st December 2024.

2.Information about the appointee:

Sl No.	Particulars of Information	Description of Information
1.	Background details	Mr Ravi practiced as a solicitor in the supreme court of Singapore and grew his own law practice into a multi-partnership firm in his early days. He has real-world expertise in building companies from the ground up. With his strong entrepreneurial skills and well-established network, Mr. Ravi also provides legal and business consultancy to private and public enterprises and highly influential individuals in this region, including Latona Associates Inc – a private investment and financial firm based in New York.
2.	Past remuneration	Nil
3.	Job profile and his suitability	Mr. Ravi has about 50 plus years of experience with remarkable track record of spearheading groundbreaking initiatives, driving technological advancements, and pioneering novel solutions & innovations in healthcare, leading to improved patient outcomes and cost-efficiency. In view of his rich experience, dynamism and recognition, the Board of Directors of the Company feels that Mr. Ravi would be the most efficient person to appoint as the Chairman & Managing Director of the Company.
4.	Remuneration proposed	As stated in the Explanatory statement

5.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration proposed is considered to be moderate in comparison to the remuneration packages of senior level personnel in other similar Companies in the Industry. The Nomination and Remuneration Committee consisting of three Non-executive Directors, after elaborate discussions, has approved the proposed remuneration.
6.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Ravindran Govindan is not related to any of the Directors and Key Managerial Personnel of the Company.

3. Other Information

Sl No	Particulars of Information	Description of Information
1.	Reasons of loss or inadequate profits	Fischer Medical Ventures Limited is in the Business of Manufacturing of MRI Machines and poised in revolutionizing the healthcare industry by introducing advanced, affordable, and accessible medical diagnostic and imaging technologies to the global market. Recently in December 2023 acquired 100% stake in Time Medical International Ventures (India) Private Limited and post the successful completion of the open offer by Time Medical International Ventures Pte Ltd, in February 2024, new promoters have been inducted in Fischer MVL. This is second fiscal year of Fischer Medical Ventures Ltd (Fischer MVL) and in the coming year the Company will emerge with robust profitability.
2.	Steps taken or proposed to be taken for improvement	Not Applicable
3.	Expected increase in productivity and profits in measurable terms	With a steadfast commitment to exceed expectations and targets in the coming fiscal year, Fischer MVL is poised to seize opportunities, surmount challenges, and deliver sustainable value for all stakeholders. As the company continues to ramp up production, optimize operations, partner with global healthcare innovators to expand its product range and market presence, it remains dedicated in driving positive change and innovation in the global healthcare sector.

In accordance with the provisions of Section 152 of the Act and applicable provisions of the Listing Regulations, appointment of a director requires approval of members of the company by way of a Special resolution.

Accordingly, the approval of Members is being sought for appointment of Mr. Ravindran Govindan as Managing Director of the Company.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. The Board recommends the Special Resolution set out at Item Number 6 of this Notice for approval by the Members.

PROFILE OF THE DIRECTORS PROPOSED TO BE APPOINTED PARTICULARS OF DIRECTORS SEEKING 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

Name	Ravindran Govindan
Age	73 Years
Qualification	Law at the National University of Singapore
Experience and other details	Mr Ravi studied law at the National University of Singapore and practiced as a solicitor in the supreme court of Singapore, growing his own law practice into a multi-partnership firm in his early days. Following on, he diversified into various business interests from building properties across the Asia Pacific region, to being instrumental in the launches of several IPOs on the Australian and Singaporean stock exchanges, privatization of Myanmar Airlines and being the Executive Chairman and President of Fisher Scientific Inc. for the Asia Pacific region to name a few.
Current remuneration (last drawn remuneration)	Nil
Shareholding in the Company	Nil
Terms and conditions of appointment	As per the terms of Resolution proposed for approval of the shareholders.
Details of remuneration last drawn	Nil
Details of proposed remuneration	As per the terms of Resolution proposed for approval of the shareholders.
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 4 Board Meetings during the period.
Chairperson / Membership of the Statutory Committee(s) of Board of Directors	Nil
