

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 1ST EXTRA-ORDINARY GENERAL MEETING FOR THE FINANCIAL YEAR 2026-27 OF THE MEMBERS OF EMROCK CORPORATION LIMITED (Formerly VAGHANI TECHNO - BUILD LIMITED) WILL BE HELD ON SATURDAY, 27TH JUNE, 2026, AT 02:30 P.M. IST THROUGH VIDEO CONFERENCING ("VC") OTHER AUDIO-VISUAL MEANS ("OAVM") (HEREINAFTER REFERRED TO AS "ELECTRONIC AGM"/ "E-AGM") TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESSES:

- 1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND SUBSEQUENT ALTERATION OF CAPITAL CLAUSE V OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification, the following Resolution to be passed as a **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules framed thereunder, the consent of the Members of the Company, be and is hereby accorded to alter and increase the Authorised Share Capital of Company from Existing Rs. 30,00,00,000 (Rupees Thirty Crores only) divided into 3,00,00,000 (Three crores) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 35,00,00,000 (Rupees Thirty Five Crores only) divided into 3,50,00,000 (Three crores Fifty Lakh) Equity Shares of Rs.10/- (Rupees Ten) each.

"RESOLVED FURTHER THAT pursuant to Section 64(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the existing Clause V of the Memorandum of Association of the Company be altered to read as under:

V. The Authorized Share Capital of the Company is Rs. 35,00,00,000 (Rupees Thirty five Crores only) divided into 3,50,00,000 (Three crores fifty Lakh) Equity Shares of Rs.10/- (Rupees Ten) each.

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of Directors or the Managing Director or any Director(s) or any other Key Managerial Personnel or any other officer(s) of the Company."

2. ISSUE OF UPTO 14,98,000 (FOURTEEN LAKHS NINETY EIGHTH THOUSAND ONLY) SHARE WARRANTS, EACH CONVERTIBLE INTO, OR EXCHANGEABLE FOR, ONE EQUITY SHARE OF THE COMPANY WITHIN THE PERIOD OF 18 (EIGHTEEN MONTHS) IN ACCORDANCE WITH THE APPLICABLE LAW (“WARRANTS”) TO THE IDENTIFIED PROMOTERS and/ or NON-PROMOTER:

To consider and, if thought fit, to pass with or without modification, the following Resolution to be passed as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 42, Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder (“Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“Listing Regulations”), enabling provisions of the Memorandum and Articles of Association of the Company, applicable rules, notifications and circulars issued thereon from time to time by Securities and Exchange Board of India (the “SEBI”), Stock Exchanges, Ministry of Corporate Affairs (“MCA”) and/or any other competent authorities (hereinafter singly or collectively referred to as the “Appropriate Authorities”) Consent of the Members of the company, be and is hereby accorded to offer, issue and allot, up to **14,98,000** (Fourteen Lakhs Ninety Eighth Thousand Only) Share Warrants, each convertible into, or exchangeable for, one fully paid-up equity share of the Company having face value of Rs. 10/- (Rupees Ten only) (“Warrants”) at a price (including the premium of Re.280/-) of Rs. 290/- (Rupees Two Hundred ninety Only) each payable in cash (“Warrant Issue Price”), aggregating up to Rs.43,44,20,000/- (Rupees Forty Three Crores Forty Four lakhs Twenty Thousand Only) (“Total Issue Size”) on a preferential basis to promoters and non-promoters as listed below (“Proposed Allottees of Warrants”) subject to the maximum entitlement of each Warrant Holder as specified below and upon receipt of Rs. 10,86,05,000/- (Ten Crores Eighty Six Lakhs Five Thousand Only) for each Warrants, which is equivalent to 25% (twenty-five per cent) of the Warrant Issue Price as upfront payment (“Warrant Subscription Price”) entitling the Warrant Holder(s) to apply for and get allotted one fully paid-up equity share of the Company against every Warrant held, in one or more tranches within a maximum period of 18 (eighteen) months from the date of allotment of Warrants, on payment of Rs. 32,58,15,000/- (Rupees Thirty Two Crores fifty eight Lakhs fifteen Thousand only) which is equivalent to 75% (Seventy-five per cent) of the Warrant Issue Price, for each Warrant proposed to be converted, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of ICDR Regulations, or other applicable laws in this respect:

SR. NO.	NAME OF ALLOTTEES	NO OF WARRANTS	CATEGORY
1.	PATEL JYOTSANABEN TULSIBHAI	3,30,000	Promoter Group
2.	PATEL VARSHA JAGDISH	1,70,000	Promoter Group

3.	BHARATKUMAR MANSINHABHAI CHAUDHARI	1,65,000	Non-Promoter
4.	KHAMBHATIYA SHIVANI JAYKUMAR	10,000	Non-Promoter
5.	KHAMBHATIYA JAYKUMAR SANJAYKUMAR	10,000	Non-Promoter
6.	SANJAY POPATLAL KHAMBHATIYA	10,000	Non-Promoter
7.	SUKHADIYA RAJESH POPATLAL	10,000	Non-Promoter
8.	SUKHADIYA SONALBEN R	10,000	Non-Promoter
9.	KANJI DESAI	12,500	Non-Promoter
10.	GITABEN KANJIBHAI DESAI	12,500	Non-Promoter
11.	YADAV KRISHNAKANT DINESHBHAI	6,000	Non-Promoter
12.	PATEL ARUNABEN CHANDRAKANT	12,500	Non-Promoter
13.	PATEL CHANDRAKANT BABUBHAI	12,500	Non-Promoter
14.	MODI PRAFULLA SUBHASHCHANDRA	7,500	Non-Promoter
15.	PATEL RUSHI	14,000	Non-Promoter
16.	LATTABEN PATEL	14,000	Non-Promoter
17.	PATEL KAPILABEN SHAKARCHAND	5,000	Non-Promoter
18.	PORIYA AAKASH DHIRUBHAI	11,500	Non-Promoter
19.	PATEL BIJALBEN	2500	Non-Promoter
20.	ANKUR DEEPAKBHAI PATEL	10,000	Non-Promoter
21.	NIRAV JAYANTIBHAI PATEL	10,000	Non-Promoter
22.	MITESH JAYANTIBHAI PATEL	10,000	Non-Promoter
23.	GOPI TEJAS PATEL	50,000	Non-Promoter
24.	TEJAS NATWARLAL PATEL	50,000	Non-Promoter
25.	DINESHBHAI CHIMANBHAI PATEL	40,000	Non-Promoter
26.	PATEL SONAL DINESHBHAI	40,000	Non-Promoter
27.	NARAYANBHAI KESHAVLAL PATEL	2,00,000	Non-Promoter
28.	PATEL BHAUMIK DINESHBHAI	40,000	Non-Promoter
29.	KAMLESHKUMAR BHOLABHAI PATEL	25,000	Non-Promoter
30.	PATEL KOMAL DIVYANG	37,500	Non-Promoter
31.	HEMANIBEN BHAVIK PATEL	5,000	Non-Promoter
32.	PATEL VASUDEVBHAI JIVANBHAI	10,000	Non-Promoter
33.	PATEL SMITABEN VASUDEVBHAI	10,000	Non-Promoter
34.	LALIT BABUBHAI PATEL	25,000	Non-Promoter
35.	VASANTIBEN MAHENDRABHAI PATEL	25,000	Non-Promoter
36.	THAKOR NATWARJI S	5,000	Non-Promoter
37.	SOMIBEN NATWARJI THAKOR	5,000	Non-Promoter
38.	DAHVALAL GIRDHARLAL MODI	12,500	Non-Promoter
39.	VASUMATIBEN DAYALAL MODI	12,500	Non-Promoter
40.	PATEL UPENDRAKUMAR	50,000	Non-Promoter
Total		14,98,000	

“RESOLVED FURTHER THAT the Company hereby notes and takes on record that in accordance with the provisions of Regulation 161 of the ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of equity shares of the Company pursuant to the exercise of conversion of the Warrants is determined to be 27th May, 2026, and the floor price for the preferential issue on the aforesaid Relevant Date pursuant to regulation 165 of the ICDR Regulations is Rs.289.44/- rounded off to Rs. 290/- (Two Hundred ninety only).”

“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 option attached to the warrants under the preferential issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The warrants shall be allotted in dematerialized form within a period of fifteen days from the date of passing of the special resolution by the Members, provided that where the allotment of warrants 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 fifteen days from the date of receipt of last of such approvals or permissions.
- b) The equity shares to be allotted on exercise of warrants shall be in dematerialized form only and subject to the provisions of the Memorandum and Article of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company.
- c) An amount equivalent to at least 25% of the warrant issue price i.e. Rs.72.75/- (Rupees Seventy Two and fifty Paise Only) per warrant shall be payable upfront along with the application and the balance 75% (i.e. Rs 217.5 Rupees Two Hundred Seventy and Fifty Paise only) shall be payable by the Proposed Allottees on the exercise of option of conversion of the warrant(s). The amount paid against warrants shall be adjusted/ set-off against the issue price for the resultant equity shares.
- d) The issue of warrants as well as equity shares arising from the conversion of the warrants shall be governed by the regulations issued by the SEBI or any other statutory authority as the case may be or any modifications thereof.
- e) The pre-preferential allotment shareholding of the proposed allottees, if any, in the Company and warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of option attached to such warrants shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations.
- f) The price determined above and the number of equity shares to be allotted on exercise of the option attached to the warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- g) The equity shares allotted pursuant to conversion of such warrants shall be subject to a lock-in as stipulated under chapter V of the SEBI ICDR Regulations from time to time.

h) The option attached to the warrants may be exercised by the proposed allottees, in one or more tranches, at any time on or before the expiry of eighteen months from the date of allotment of the warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised along with the balance of the warrant issue price in cash. The company shall accordingly, without any further approval from the members, allot the corresponding number of equity shares in dematerialized form.

i) In the event, the proposed allottee does not exercise the conversion option within eighteen months from the date of allotment of the warrants, the warrants shall lapse, and the consideration paid in respect of such warrants shall stand forfeited by the Company, in terms of applicable SEBI ICDR Regulations.

j) The warrants so allotted under this resolution shall not be sold, hypothecated, or encumbered in any manner during the period of lock-in as provided under the SEBI ICDR Regulations except to the extent and in the manner permitted there under.

k) The warrants by itself until converted into equity shares, does not give any voting rights in the Company to the proposed allottees. However, the warrant holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into equity shares.

l) In the event that the Company completes any form of capital restructuring prior to the conversion of the warrants, then, the number of equity shares that each warrant converts into and the price payable for such equity shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, proposed allottees:

- (i) receives such number of equity shares that proposed allottees would have been entitled to receive; and
- (ii) pays such consideration for such equity shares to the Company which Proposed Allottees would have been required to pay, had the warrants been exercised immediately prior to the completion of such capital restructuring

m) The equity shares arising from the exercise of the warrants will be listed on the stock exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.

n) The warrant by itself does not give to the holder(s) thereof any rights of the shareholders of the Company except mentioned herein above.

“RESOLVED FURTHER THAT the monies received by the Company from the proposed allottee, for subscription of the warrants and exercise of option of conversion of the warrants into equity shares pursuant to the preferential issue shall be kept by the Company in a separate bank account opened

by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the SEBI Regulations and the Act.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members and that the Board be and is hereby authorized 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 the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to BSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Gujarat (“ROC”), National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders, and to delegate all or any of the powers conferred on it by this resolution to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all

questions, difficulties, disputes or doubts whatsoever that may arise, without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Registered Office:
7TH FLOOR, 715, ANUSHRI
ACCOLADE-2, NR. UGATI LAKEVIEW,
SCIENCE CITY ROAD, SOLA,
AHMEDABAD- 380060

DATE: 28TH MAY, 2026
PLACE: AHMEDABAD

By Order of the Board of Directors,
FOR, EMROCK CORPORATION LIMITED
(Formerly VAGHANI TECHNO - BUILD
LIMITED)

Sd/-
JATINKUMAR TULSIBHAI PATEL
MANAGING DIRECTOR
DIN: 01473158

NOTES:

In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 1st Extra-ordinary General Meeting (hereinafter called as “EGM”) of the financial year 2026-27 of the Company is being convened and conducted through VC, details of circulars are given herein below at SHAREHOLDER INSTRUCTIONS FOR E-VOTING

- 1) Pursuant to provisions of the Companies Act, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this EGM is being held through VC / OAVM pursuant to the MCA Circulars, the requirements of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this EGM and hence the Proxy Form is not annexed hereto.
- 2) As the EGM will be held through VC/OAVM, the route map of the venue of the Meeting and attendance slip is not annexed hereto.
- 3) Participation of members through VC will be reckoned for the purpose of quorum for the EGM as per section 103 of the Companies Act, 2013 (“the Act”).
- 4) All documents referred to in the above Notice and the accompanying Explanatory Statements are open for inspection at the Registered Office of the Company during the business hours on any working day (except Sunday and holidays) between 10:00 a.m. and 12:30 p.m. up to the date of the preceding date of Extra Ordinary General Meeting.
- 5) A member desirous of getting any information on the accounts or operations of the Company is required to forward his/her queries to the Company at least 7 days prior to the Meeting so that the required information can be made available at the Meeting.
- 6) In compliance with the regulatory provisions, the EGM Notice has been sent electronically only to those shareholders who have registered their e-mail addresses with their DPs/ RTA/ the Company. The same is also hosted on the Company’s website www.emrockgroup.com and also

on the website of the www.bseindia.com. The relevant details are also hosted on the website of the remote e-voting service provider viz. www.evoting.nsdl.com.

- 7) Members are requested to intimate if shares are held in the same name or in the same order and names, but in more than one account to enable the company to club said accounts into one account.
- 8) In order to comply with Ministry of Corporate Affairs circular on “Green Initiative in the Corporate Governance” members are requested to intimate their email address to the company.
- 9) Trading/Transfer in shares of the Company shall compulsorily be done in Dematerialization from only w.e.f. 1st April, 2019 Pursuant to SEBI press Release No. 12/2019 dated 27th March, 2019, SEBI had clarified that the investors may continue to hold such shares in physical form even after the 1st April, 2019 subject to condition that investor who is desirous of transferring shares (which are held in physical form) after 1st April, 2019 can do so only after the shares are dematerialized. The shareholders/members of the company, who are having equity shares in physical form, are advised to get dematerialized of their equity shares by way of surrendering to their physical share certificates to the Registrar and Transfer Agents (RTA) of the company (i.e. Accurate Securities And Registry Pvt. Ltd.) through their respective Depository Participants.
- 10) Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD/RTAMB/P/CIR/2021/655 dated 3rd November, 2021, The Company through its Registrar and Transfer Agent i.e. Accurate Securities And Registry Pvt. Ltd. has sent individual letters to all the members holding shares of the company in physical form for furnishing their PAN, KYC Details and bank details in form ISR-1. Further it is stated that folios wherein any one of the cited document/details including linking of PAN with Aadhar are not furnished or made available on or after 1st April, 2023, the relevant folio(s) shall be frozen by the RTA of the company. After 31st December, 2025, the frozen folios shall be referred by the RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002. The Requisite forms are available on the website of the company under the ‘Investor Info’ tab. Members are requested to get in touch with RTA in this regard.
- 11) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated all listed companies to issue securities in demat form only while processing service request viz. issue of duplicate securities certificate; claim from unclaimed suspense account; Renewal/Exchange of securities certificates; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly members are requested to make service request by submitting a duly filled and signed form ISR-4, the format of which is available on the website of the company www.vaghanitechnobuild.com under the ‘Investor Info’ tab. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022 has mandated that all request for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and eliminate all risk associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA for further assistance in this regard.

- 12) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Items set out in Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), are also annexed.
- 13) In compliance with the provisions of Section 108 of the Act and the Rules framed there under, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are being provided with the facility to cast their vote electronically, through the e-voting services provided by www.evoting.nsdl.com on all the resolutions set forth in this Notice. The e-voting period commences on **Wednesday, 24th June, 2026 at 09:00 AM (IST)** and ends on **Friday, 26th June, 2026 at 05:00 PM (IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on **Saturday, 20th June, 2026 (cut-off date)**, may cast their vote electronically. Thereafter the e-voting module shall be disabled. Once the vote on a resolution is cast by a Member, he/she shall not be allowed to change it subsequently.
- 14) Voting through Electronics Means- A detailed instructions and related write ups, on Electronic Voting Process, which forms part of this notice.
- 15) Mrs. Rekha Sejal, Practicing Company Secretary, Ahmedabad, Gujarat (Membership No. ACS 75006 & certificate of practice No. 27766) has been appointed as the Scrutinizer for the E-voting and remote E-voting process in the EGM in a fair and transparent manner
- 16) The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.emrockgroup.com and on the website of www.evoting.nsdl.com within two working days of passing of the resolution at the 1st Extra Ordinary General Meeting of the financial year 2026-27 of the Company and communicated to the BSE Limited and, where the shares of the Company are listed.
- 17) Members are requested to quote Folio number/DPid in all their correspondences.
- 18) Members are requested to inform the company immediately the changes, if any, in their address specifying full address in Block Capital with Pin code of the post office.
- 19) Company has designated email id: of the grievance redressal division/compliance officer exclusively for the purpose of registering complaints by investors. Investors are requested to send their communication on designated email id: emrockltd@gmail.com
- 20) Members are requested to updated their PAN no and bank details with RTA.
- 21) EVEN No. 139535
- 22) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the EGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to emrockltd@gmail.com
- 23) Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Notices, Circulars, etc. from the Company electronically. In case of members holding shares in physical mode are requested to register / update their email id by writing to the Company at emrockltd@gmail.com providing

their folio no. and scanned self attested copy of PAN card and self attested copy of any document such as Aadhaar Card, Passport, Driving Licence, Election identity Card, etc. in support of the registered address of the member. In case of members holding shares in demat mode, members are requested to register / update their email id with the relevant depository participant.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

NSDL E-VOTING SYSTEM – FOR REMOTE E-VOTING AND E-VOTING DURING EGM

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company **www.emrockgroup.com** and the Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com

7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

VOTING THROUGH ELECTONIC MEANS: THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING EXTRA -ODINARY GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Wednesday, 24th June, 2026 at 09:00 A.M. and ends on Friday, 26th June, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, 20th June, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, 20th June, 2026.

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






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 9, 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
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting

	<p>website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="427 1115 861 1370" style="text-align: center;">  <p>NSDL Mobile App is available on  App Store  Google Play</p>   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email</p>

	as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
 3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
- Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after

using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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 followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of 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.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to krishna.bhav14@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to emrockltd@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to emrockltd@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 EGM
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at emrockltd@gmail.com. The same will be replied by the company suitably.

Those shareholders who have registered themselves as speaker shareholder only be allowed to express their views/ask questions during the meeting.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 1: TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO THE CAPITAL CLAUSE V IN THE MEMORANDUM OF ASSOCIATION

To meet the requirements of growing business, the Company has come up with a Preferential Offer, which necessitates increasing the authorized share capital of the Company by infusion of more Capital into the Company. The present Authorized Share Capital stands at ₹30,00,00,000/- (Rupees Thirty Crore Only) and it is proposed to increase the same by ₹5,00,00,000 /- (Rupees Five Crore Only) to make it ₹35,00,00,000/- (Rupees Thirty Five Crore Only).

Increase in the Authorized Capital of the Company will also require consequential amendment in Clause V of the Memorandum of Association (MOA) of the Company. A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this Notice.

Pursuant to Section 13 and 61 of the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing of ordinary resolution to that effect.

None of the Directors of the Company or Key Managerial Personnel or their respective relatives except to the extent of their shareholding in the Company, if any, are in any way, concerned or interested financially or otherwise in the resolution set out under Item No. 1 of the Notice.

The Board recommends the resolution as set out under Item No. 1 of the accompanying Notice for approval of the Members to be passed as an Ordinary Resolution.

ITEM NO. 2: ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS

The company is looking to raise additional funds to meet its working capital requirement and for general corporate purpose. As on date company does not have enough fund to meet business requirement.

Towards this, it is proposed to issue and allot upto **14,98,000** (Fourteen Lakhs Ninety Eighth Thousand Only) Share Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of Rs. 10/- (Rupees Ten only) ("Equity Share") each ("Warrants") at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of Rs. 290/- (Rupees Two Hundred ninety only) each to be payable in cash ("Warrant Issue Price"), aggregating upto Rs. 43,44,20,000/- (Rupees Forty Three Crores Forty Four lakhs Twenty Thousand

Only) ("Total Issue Size") on a preferential basis to the promoter and non-promoter group of company ("Warrant Holder(s)" / "Proposed Allottee(s)"), on preferential basis since raising funds through Convertible Warrants on Preferential basis is considered to be most cost & time effective way for raising additional capital.

The issue and allotment of Warrants including resultant equity shares arising out of exercise of option attached to Warrants to the Proposed Allottees has been approved by the Board of the Company on 28th May, 2026 subject to the approval of Members of the Company and other necessary approval(s) and shall be on the terms and conditions, as mentioned below:

The proposed issue and allotment of the Warrants and the exercise of option thereof will be governed by the Memorandum and Articles of Association of the Company, the Act, the ICDR Regulations as amended, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018, as amended, ("Listing Regulations"), applicable rules, notifications and circulars issued by the Reserve Bank of India and such other acts / rules / regulations as maybe applicable and subject to necessary approvals / consents, if any, from the statutory and / or regulatory authorities, as maybe applicable including the Securities and Exchange Board of India ("SEBI").

IT may be noted that;

1. All equity shares of the company are already made fully paid up as on date. Further, all convertible warrant allotted by way of preferential issue shall be made fully paid at the time of the allotment.
2. Existing Shareholding of Proposed allottees, if any, will be in locked in for the period as specified under Regulation 167 of SEBI (ICDR) Regulations, 2018 or as per applicable guidelines issued under the same.
3. The company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with Stock Exchange where the equity shares of the company are listed and the SEBI (LODR) Regulations, 2015 as amended, any circular, notification issued by the SEBI there under.
4. The company has obtained permanent account numbers of proposed all allottees.
5. The proposed allottees have represented and declared to the company that they neither sold nor transfer any equity shares of the company during the 90 trading days preceding the relevant date.

The details of the Warrant issue and other particulars and relevant disclosures as, inter alia, required under of the Companies Act, 2013 as amended including rules notified thereunder ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force) and under Regulation 163 of the ICDR Regulations are set out below:

A. Objects of the Preferential Issue:

The company is looking to raise additional funds to meet its requirement for capex in various objects of the company and working capital requirement and for general corporate purpose and to expand the existing business of the Company. As on date company is operating in the field of renewable energy, hospitality, construction and also planning to expand in the field of pharma. The fund will be utilised for financing ongoing Solar Projects , Bio- CNG projects in its subsidiary , Hospitality projects in LLP Therefore, the Company has proposed the Issue of warrants on preferential basis to selected persona belongs to promoters group and Non-promoters to meet its in due course.

B. The total number of warrants to be issued:

14,98,000 (Fourteen Lakhs Ninety Eighth Thousand Only) Share Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of Rs. 10/- (Rupee Ten Only) ("Equity Share") each ("Warrants") at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of Rs. 290 /- (Rupees Two Hundred ninety only) each payable in cash ("Warrant Issue Price"), aggregating upto Rs. 43,44,20,000/- (Rupees Forty Three Crores Forty Four lakhs Twenty Thousand Only) ("Total Issue Size") on a preferential basis to promoter and non-promoter group listed below ("Warrant Holder(s)" / "Proposed Allottee(s)") subject to the maximum entitlement of each Warrant Holder as specified below and upon receipt of Rs. 72.5 (Seventy Two rupees and Fifty paise Only) for each Warrants, which is equivalent to 25% (twenty five per cent) of the Warrant Issue Price as upfront payment ("Warrant Subscription Price") entitling the Warrant Holder(s) to apply for and get allotted one fully paid-up equity share of the Company of face value of Rs. 10/- each against every Warrant held, in one or more tranches within a maximum period of 18 (eighteen) months from the date of allotment of Warrants, on payment of Rs. 217.5/- (Two Hundred Seventy Rupees and fifty paise only) which is equivalent to 75% (Seventy five per cent) of the Warrant Issue Price .

C. Terms of Issue of the warrants, if any: General terms & conditions as mentioned here and per the resolution. No specific terms.

D. Relevant Date: 27th May 2026

In accordance with the provisions of SEBI (ICDR) Regulations, the "Relevant Date" for the purpose of determination of the price of the equity shares to be issued and allotted shall be the date 30 (thirty) days prior to the date of passing of this Special Resolution by the Members of the Company or in the case where "Relevant Date" falls on weekend/ holidays, the day preceding the weekend/holidays, will be reckoned to be the Relevant Date.

E. Pricing of Preferential Issue: Rs. 290/- (Rupees Two Hundred ninety Only) per Equity Shares as determined in terms of Regulation 165 of Chapter V of the SEBI (ICDR) Regulations, 2018 upon each warrant get fully converted into equity of Rs. 10/- each after exercising the attached right upon paying the full amount.

F. Basis on which the price has been arrived at:

The equity shares of Company are listed on the BSE ESM: Stage 2 The shares of the Company are infrequently traded in accordance with regulation 165 of SEBI (ICDR) Regulations, 2018:

The price of the equity shares has been determined based on the valuation made by independent valuer CS ABHISHEK CHHAJED (IBBI Registered Valuer) (Registration No. IBBI/RV/03/2020/13674), having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad, as per section 165, as shares of the company being infrequently traded on BSE Limited. The copy of the Valuation report shall be available for inspection by the members on all working days between Monday to Friday of every week, upto the voting period of EGM Notice and the same may be accessed on the Company's website: www.emrockgroup.com

The Value derived through valuation report is Rs. 289.44/- (Rupees Two hundred Eighty Nine and forty Four paise only) rounded off to Rs. 290/- (Rupees Two Hundred ninety Only) and the board intends to issue at a price of Rs. Rs. 290/- (Rupees Two Hundred ninety Only) which is same price derived through Valuation Report. Since, there is no capitalization of profit, right issue, bonus issue, re-classification of shares or any other corporate action in the Company. Accordingly, there is no adjustment in pricing is required in terms of Regulation 166 of the SEBI (ICDR) Regulations, 2018.

G. Intention of Promoters/Directors/Key Managerial Personnel to subscribe to the offer:

Apart from the mentioned members Ms. Patel Jyotsanaben Tulsibhai & Ms. Patel Varsha Jagdish of the Promoter Group, no other promoter intends to subscribe to the warrants convertible into equity shares proposed to be issued pursuant to the preferential issue. Further, other than the two proposed allottees mentioned hereinabove, no other promoters, directors, or KMPs intend to subscribe to the present issue.

The proposed allottees is intending to participate / subscribe to the proposed issue of warrants.

H. The name of the proposed allottee, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control:

Sr. No.	Details of Subscriber	Category / Class of Subscriber	Pre Issue holding (in number & in %)	Number of Warrants proposed to be allotted	Post Issue holding (in number & in %)	Ultimate Beneficial Owners of proposed allottee
1	PATEL JYOTSANABEN TULSIBHAI	Promoter group	-	3,30,000	3,30,000 (1.09%)	N.A.
2	PATEL VARSHA JAGDISH	Promoter group	-	1,70,000	1,70,000 (0.56%)	N.A.

3	BHARATKUMAR MANSINHABHAI CHAUDHARI	Non- Promoter	42,055 (0.27%)	1,65,000	2,07,055 (0.68%)	N.A.
4	KHAMBHATIYA SHIVANI JAYKUMAR	Non- promoter	-	10,000	10,000 (0.033%)	N.A.
5	KHAMBHATIYA JAYKUMAR SANJAYKUMAR	Non- promoter	-	10,000	10,000 (0.033%)	N.A.
6	SANJAY POPATLAL KHAMBHATIYA	Non- promoter	-	10,000	10,000 (0.033%)	N.A.
7	SUKHADIYA RAJESH POPATLAL	Non- promoter	-	10,000	10,000 (0.033%)	N.A.
8	SUKHADIYA SONALBEN R	Non- promoter	-	10,000	10,000 (0.033%)	N.A.
9	KANJIBHAI DESAI	Non- promoter	-	12,500	12,500 (0.041%)	N.A.
10	GITABEN DESAI	Non- promoter	-	12,500	12,500 (0.041%)	N.A.
11	YADAV KRISHNAKANT DINESHBHAI	Non- promoter	350 (0.002%)	6,000	6,350 (0.020%)	N.A.
12	PATEL ARUNABEN CHANDRAKANT	Non- promoter	-	12,500	12,500 (0.41%)	N.A.
13	PATEL CHANDRAKANT BABUBHAI	Non- promoter	3100 (0.019%)	12,500	15,600 (0.051%)	N.A.
14	MODI PRAFULLA SUBHASHCHANDRA	Non- promoter	-	7,500	7,500 (0.024%)	N.A.
15	PATEL RUSHI	Non- promoter	-	14,000	14,000 (0.046%)	N.A.
16	LATTABEN PATEL	Non- promoter	28 (0.0002%)	14,000	14,028 (0.046%)	N.A.
17	KAPILABEN SHAKARCHAND PATEL	Non- promoter	-	5,000	5,000 (0.016%)	N.A.
18	PORIYA AAKASH DHIRUBHAI	Non- promoter	3 (0.00002%)	11,500	11,503 (0.038%)	N.A.
19	PATEL BIJALBEN	Non- promoter	-	2500	2500 (0.0082%)	N.A.
20	ANKUR DEEPAKBHAI PATEL	Non- promoter	-	10,000	10,000 (0.033%)	N.A.
21	NIRAV JAYANTIBHAI PATEL	Non- promoter	-	10,000	10,000 (0.033%)	N.A.
22	MITESH JAYANTIBHAI PATEL	Non- promoter	-	10,000	10,000 (0.033%)	N.A.

23	GOPI TEJAS PATEL	Non-promoter	-	50,000	50,000 (0.16%)	N.A.
24	TEJAS NATWARLAL PATEL	Non-promoter	-	50,000	50,000 (0.16%)	N.A.
25	DINESHBHAI CHIMANBHAI PATEL	Non-promoter	500 (0.003%)	40,000	40,500 (0.14%)	N.A.
26	SONAL DINESHBHAI PATEL	Non-promoter	-	40,000	40,000 (0.13%)	N.A.
27	NARAYANBHAI KESHAVLAL PATEL	Non-promoter	20313 (0.13%)	2,00,000	2,20,313 (0.72%)	N.A.
28.	PATEL BHAUMIK DINESHBHAI	Non-promoter	1000 (0.006%)	40,000	41,000 (0.13%)	N.A.
29.	KAMLESHKUMAR BHOLABHAI PATEL	Non-promoter	501 (0.003%)	25,000	25,501 (0.084%)	N.A.
30.	PATEL KOMAL DIVYANG	Non-promoter	-	37,500	37,500 (0.12%)	N.A.
31.	PATEL HEMANI BHAVIK	Non-promoter	-	5,000	5,000 (0.016%)	N.A.
32.	PATEL VASUDEV JIVANBHAI	Non-promoter	6700 (0.042%)	10,000	16,700 (0.055%)	N.A.
33.	PATEL SMITABEN VASUDEV	Non-promoter	1100 (0.007%)	10,000	11,100 (0.036%)	N.A.
34.	PATEL LALIT BABULAL	Non-promoter	-	25,000	25,000 (0.082%)	N.A.
35.	PATEL VASANTIBEN MAHENDRABHAI	Non-promoter	-	25,000	25,000 (0.082%)	N.A.
36.	THAKOR NATWARJI S	Non-promoter	-	5,000	5,000 (0.016%)	N.A.
37.	SOMIBEN NATWARJI THAKOR	Non-promoter	507 (0.003%)	5,000	5,507 (0.017%)	N.A.
38	DAHAYALAL GIRDHARLAL MODI	Non-promoter	-	12,500	12,500 (0.041%)	N.A.
39.	VASUMATIBEN DAYALAL MODI	Non-promoter	-	12,500	12,500 (0.041%)	N.A.
40.	PATEL UPENDRAKUMAR	Non-promoter	-	50,000	50,000 (0.16%)	N.A.
TOTAL			76,157 (0.48%)	14,98,000	15,74,157 (5.20%)	

I. The pre-issue and post-issue shareholding pattern of the Company:

Category of Shareholders	Pre-issue (22.05.2026)		Post-Allotment (Current issue 1498000)		Post-Allotment *	
	No. of Equity Shares	%	No. of Equity Shares	%	No. of Equity Shares	%
Promoter & Promoter Group						
1. Indian						
a. Individuals / HUF	1,18,05,975	74.63	1,23,05,975	71.06	2,17,41,466	71.86
b. Bodies Corporate	-	-	-	-	-	-
Total Promoter/ Promoter Group (A)	1,18,05,975	74.63	1,23,05,975	71.06	2,17,41,466	71.86
Public Shareholders						
a. Non-Institutions	40,14,025	25.37	50,12,025	28.94	85,12,025	28.14
Total Public Shareholding (B)	40,14,025	25.37	50,12,025	28.94	85,12,025	28.14
TOTAL (A+B)	1,58,20,000	100.00	1,73,18,000	100.00	3,02,53,491	100.00

* Post shareholding includes 14,98,000 warrants (current issue) and 1,29,35,490 warrants (Past/ Outstanding warrants) which were allotted on 10.05.2025 respectively, which are convertible to equity shares.

** The post-issue shareholding as shown above is calculated assuming full exercise of current warrants as well as full exercise of outstanding warrants and consequent allotment of the equity shares of the Company. There will be no change in control in the Company consequent to the completion of the preferential issue to the Investors.

*** The above Shareholding may undergo change if the existing warrants gets converted into equity shares before the allotment and conversion of securities proposed to be issued under this resolution

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

As required under the Regulation 170(1) of SEBI (ICDR) Regulations, the Company shall complete the allotment of warrants as aforesaid on or before the expiry of 15 (Fifteen) days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 (Fifteen) days from the date of such approval(s), as the case may be.

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

L. Change in control, if any, in the Company that would occur consequent to the preferential offer: There shall be no change in management or control of the Company pursuant to the issue of the equity shares after conversion from the warrants.

M. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not applicable

N. Lock in period: The proposed allotment of the warrants and later equity shares upon exercising the rights attached to the warrants shall be subject to a lock-in as per the requirements of SEBI (ICDR) Regulations.

O. Valuation Report and Issue Price certificate: Valuation Report issued by the Registered valuer valuing the equity share of the company and the certificate from Practising Company Secretary certifying that the issue of warrants in accordance with requirements of SEBI (ICDR) Regulations are being made available on the website of the company at www.emrockgroup.com.

P. Undertakings:

i) Neither the Company nor any of its Directors and/ or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.

ii) Neither the Company nor any of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.

iii) The Company is eligible to make the preferential issue to its Investor under Chapter V of the SEBI ICDR Regulations.

iv) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

v) The proposed allottees have confirmed that they have not sold any equity shares of the Company during the 90 (Ninety) trading days preceding the Relevant Date.

vi) As the equity shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of the SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

vii) The Company shall re-compute the price of the equity shares to be allotted under the preferential allotment in terms of the regulation 166 of SEBI ICDR Regulations if it is required to do so.

viii) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the preferential allotment shall continue to be locked-in till the time such amount is paid by the allottees.

ix) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity Shares and warrants and upon allotment of equity shares consequent to conversion of warrants.

Q. Listing:

The Company will make an application to BSE at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued and allotted on conversion of Warrants. Such Equity Shares, once allotted, shall rank pari passu with the existing Equity Shares of the Company, including voting rights and dividend or any other corporate actions. Convertible Warrants shall not be listed.

R. The issuer, the promoters or any of its promoters or directors is not a wilful defaulter or fraudulent borrower and economic offender hence the disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, 2018 is not applicable.

S. Principal terms of assets charged as securities : Not applicable.

T. Number of person to whom allotment on preferential basis have already been made during the year:

Not Applicable.

U. Company Secretary's Certificate

The certificate from Mrs. Rekha Sejpal of M/s. Rekha Sejpal & Associates, Practicing Company Secretary (ICSI Membership No.: A75006 CP No: 27766) certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at www.emrockgroup.com

V. The current and proposed status of the allottee(s) post the preferential issue as per reg 163(1) j of SEBI ICDR.

SR. NO.	NAME OF ALLOTTEES	CURRENT STATUS OF ALLOTTEES	PROPOSED STATUS OF THE ALLOTTEE
1	PATEL JYOTSANABEN TULSIBHAI	Promoter group	Promoter group
2	PATEL VARSHA JAGDISH	Promoter group	Promoter group
3	BHARATKUMAR MANSINHABHAI CHAUDHARI	Non-Promoter	Non-Promoter
4	KHAMBHATIYA SHIVANI JAYKUMAR	Non-promoter	Non-promoter
5	KHAMBHATIYA JAYKUMAR SANJAYKUMAR	Non-promoter	Non-promoter
6	SANJAY POPATLAL KHAMBHATIYA	Non-promoter	Non-promoter
7	SUKHADIYA RAJESH POPATLAL	Non-promoter	Non-promoter
8	SUKHADIYA SONALBEN R	Non-promoter	Non-promoter
9	KANJIBHAI DESAI	Non-promoter	Non-promoter
10	GITABEN DESAI	Non-promoter	Non-promoter
11	YADAV KRISHNAKANT DINESHBHAI	Non-promoter	Non-promoter
12	PATEL ARUNABEN CHANDRAKANT	Non-promoter	Non-promoter
13	PATEL CHANDRAKANT BABUBHAI	Non-promoter	Non-promoter
14	MODI PRAFULLA SUBHASHCHANDRA	Non-promoter	Non-promoter
15	PATEL RUSHI	Non-promoter	Non-promoter
16	LATTABEN PATEL	Non-promoter	Non-promoter
17	KAPILABEN SHAKARCHAND PATEL	Non-promoter	Non-promoter
18	PORIYA AAKASH DHIRUBHAI	Non-promoter	Non-promoter
19	PATEL BIJALBEN	Non-promoter	Non-promoter
20	ANKUR DEEPAKBHAI PATEL	Non-promoter	Non-promoter
21	NIRAV JAYANTIBHAI PATEL	Non-promoter	Non-promoter
22	MITESH JAYANTIBHAI PATEL	Non-promoter	Non-promoter
23	GOPI TEJAS PATEL	Non-promoter	Non-promoter

24	TEJAS NATWARLAL PATEL	Non-promoter	Non-promoter
25	DINESHBHAI CHIMANBHAI PATEL	Non-promoter	Non-promoter
26	SONAL DINESHBHAI PATEL	Non-promoter	Non-promoter
27	NARAYANBHAI KESHAVLAL PATEL	Non-promoter	Non-promoter
28.	PATEL BHAUMIK DINESHBHAI	Non-promoter	Non-promoter
29.	KAMLESHKUMAR BHOLABHAI PATEL	Non-promoter	Non-promoter
30.	PATEL KOMAL DIVYANG	Non-promoter	Non-promoter
31.	PATEL HEMANI BHAVIK	Non-promoter	Non-promoter
32.	PATEL VASUDEV JIVANBHAI	Non-promoter	Non-promoter
33.	PATEL SMITABEN VASUDEV	Non-promoter	Non-promoter
34.	PATEL LALIT BABULAL	Non-promoter	Non-promoter
35.	PATEL VASANTIBEN MAHENDRABHAI	Non-promoter	Non-promoter
36.	THAKOR NATWARJI S	Non-promoter	Non-promoter
37.	SOMIBEN NATWARJI THAKOR	Non-promoter	Non-promoter
38	DAHVALAL GIRDHARLAL MODI	Non-promoter	Non-promoter
39.	VASUMATIBEN DAYALAL MODI	Non-promoter	Non-promoter
40.	PATEL UPENDRAKUMAR	Non-promoter	Non-promoter

W. Other disclosures

- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Equity Shares/Warrants under the preferential issue is for a cash consideration.
- The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares of the Company are listed.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, the approval of the members for issue of Equity Shares and Warrants (fully convertible to equity shares) to the Investor is being sought by way of a special resolution as set out in the said item no. 2 of the Notice.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members and, therefore, recommends the resolution at Item No.2 of the accompanying Notice for approval by the members of the Company as a Special Resolution.

Except Jatinkumar T. Patel, Parth T. Patel and Arjunkumar J. Patel none of the directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this special resolution as set out at Item No. 2 of this notice.