

**CITY GOLD CREDIT CAPITAL LIMITED**  
**CIN –L65921PB1993PLC013595**  
**Address: 555, 5<sup>TH</sup> Floor, LSE Building**  
**Feroze Gandhi Market, Ludhiana, PB (India) 141001 Email Id: [cgcel1993@gmail.com](mailto:cgcel1993@gmail.com)**  
**Website: <https://citygoldcreditcapitallimited.co.in/>**

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**NOTICE FOR EXTRA-ORDINARY GENERAL MEETING**

**NOTICE** is hereby given that an Extra-Ordinary General Meeting (“EGM”) of the Members of City Gold Credit Capital Limited will be held on **Thursday, April 23, 2026, at 04.30 P.M.** through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), for which purpose the Registered Office of the Company shall be deemed as the venue and the proceedings of the EGM shall be deemed to be made thereat, to transact the following Special business:

**SPECIAL BUSINESS**

**1. To increase the Authorised Share Capital of the Company and amend the Capital clause in the Memorandum of Association**

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

“**RESOLVED THAT**, in supersession of the earlier resolution passed and pursuant to the provisions of Section 13, 61(1)(a), 64 and all other applicable provisions of the as amended, (including any statutory modification(s) or re-enactment thereof for the time being in force) (‘Companies Act’) and the Memorandum of Association and Articles of Association of the Company, approval of the Members be and is hereby accorded to increase, the Authorized Share Capital of the Company from Rs. 3,50,00,000 (Rupees Three Crores Fifty Lacs Only) divided into 35,00,000 (Thirty-Five Lacs) Equity Shares of Face Value of Re. 10/- (Rupee Ten Only) each to Rs. 10,00,00,000 (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crores) Equity Shares of Face Value of Re 10/- (Rupee Ten Only) each.”

“**RESOLVED THAT**, pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any Statutory modification or re-enactment thereof for the time being in force), approval of the Members be and is hereby accorded to substitute the existing Clause V i.e. Capital Clause of the Memorandum of Association of the Company by the following:

V. “The Authorized Share Capital of the Company is Rs 10,00,00,000 (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crores) Equity Shares of Face Value of Re 10/- (Rupee Ten Only) each.”

**RESOLVED FURTHER THAT** any of the director of the company be and is hereby authorized to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms with the registrar of companies in order to give effect to the above resolution.”

**2. Approval of issue, offer and allotment of Equity Shares on preferential basis and matters related therewith**

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

“**RESOLVED THAT** pursuant to (i) the applicable provisions of Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (hereinafter referred to as the “Act”), (ii) the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in force) (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in

force) (“**SEBI LODR Regulations**”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations (“**Takeover Regulations**”), 2011 (including any statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in force) (iii) the listing agreements (including any statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in force) entered into by the Company with METROPOLITAN STOCK EXCHANGE Limited (“**MSE**”) on which the equity shares of the Company are listed, and in accordance with the instructions issued by SEBI and MSE and other concerned and appropriate authorities and other applicable laws, (iv) in accordance with provisions of the Memorandum and Articles of Association of the Company, as amended, (v) the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, (vi) the provisions of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 issued thereunder (including any statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in force), (vii) Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020, and (viii) any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs, the Securities and Exchange Board of India (“**SEBI**”) and the Reserve Bank of India or any other statutory, regulatory or governmental authority, whether in India or outside India in each case to the extent applicable and including any statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in force, and subject to such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction (as the case may be) (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) imposed by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any duly constituted / to be constituted committee of Directors thereof to exercise its powers including powers conferred under this resolution), the approval of the Members be and is hereby accorded to the Board to create, offer, issue and allot from time to time in one or more tranches upto **45,35,000 (Forty Five Lakhs Thirty Five Thousand ) Equity Shares of the Company of the face value of INR 10/- (Indian Rupees Ten Only) each fully paid up (“Equity Shares”) for cash consideration on preferential basis at a price of INR 16/- (Indian Rupees Sixteen only) per Equity Share [Including premium of INR 06/- (Indian Rupees Six only) per Equity Share] aggregating to INR 7,25,60,000/- (Indian Rupees Seven Crore Twenty Five Lakhs and Sixty Thousand Only)** in accordance with the SEBI ICDR Regulations (“**Preferential Allotment**”) and as per the terms highlighted in the explanatory statement to this Notice and subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine to the allottee’s as specified below:

Sr. No	Name of the proposed Allottee	Status of Allottee Individual/ Body Corporate/ Trust /HUF	Nature of persons who are the ultimate beneficial Owner	No. of Equity shares proposed to be allotted	Category Promoter / Non-Promoter	Allottee is QIB/ MF/ FI/ Trust/ Banks
1	Rahul Kumar Prajapat	Individual	Individual	380000	Non-Promoter	NA
2	Shyam singh	Individual	Individual	380000	Non-Promoter	NA
3	Kishan gopal singh	Individual	Individual	380000	Non-Promoter	NA
4	Kushal Singh	Individual	Individual	380000	Non-Promoter	NA
5	Abhay pratap	Individual	Individual	380000	Non-Promoter	NA
6	Pradeep Singh	Individual	Individual	380000	Non-Promoter	NA
7	Dayal Singh Sisodiya	Individual	Individual	380000	Non-Promoter	NA
8	Jaipal Singh Sisodiya	Individual	Individual	375000	Non-Promoter	NA
9	Ravindra Singh Chauhan	Individual	Individual	375000	Non-Promoter	NA
10	Bharat singh	Individual	Individual	375000	Non-Promoter	NA
11	Prince singh	Individual	Individual	375000	Non-Promoter	NA
12	Dheer Singh	Individual	Individual	375000	Non-Promoter	NA
	<b>TOTAL</b>			<b>45,35,000</b>		

**RESOLVED FURTHER THAT** the Equity Shares being offered, issued and allotted to the Investor by

way of a preferential allotment shall *inter-alia* be subject to the following:

- (1) The Equity Shares shall be issued and allotted by the Company to the Investor in dematerialised form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this Special Resolution; or  
(ii) receipt of last of the approvals required for such issue and allotment by relevant regulatory authorities (including but not limited to the in-principle approval of MSE for the issue and allotment of the Subscription Securities to Investors on a preferential basis), or (iii) in case no offer is made under sub regulation (1) of Regulation 20 of the Takeover Regulations from the date of expiry of the period specified under sub regulation (1) of Regulation 20 of the Takeover Regulations, or (iv) in case an offer is made under sub regulation (1) of Regulation 20 of the Takeover Regulations, from the expiry of the offer period (as defined in the Takeover Regulations), or such other period as may be permitted in accordance with SEBI (ICDR) Regulations, as amended from time to time.
- (2) The relevant date for determination of the price for the purpose of the Preferential Allotment of Equity Shares is **March 24, 2026** being the date falling 30 (thirty) days prior to the EGM.
- (3) The Equity Shares shall be subject to lock-in/ transferability restrictions in such manner and for such period as specified under Chapter V of the SEBI ICDR Regulations.
- (4) The equity shares offered, issued and allotted will be listed and traded on MSE in accordance with the applicable law, subject to the receipt of necessary regulatory permissions and approvals (including approval for listing and trading) as the case may be.
- (5) The Equity Shares to be issued and allotted 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, shall be 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.
- (6) The equity shares so offered and issued to the Investor, are being issued for cash.
- (7) The equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove.
- (8) Such other conditions as may be applicable pursuant to SEBI ICDR Regulations and other applicable law.

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.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Investor in Form No. PAS-5, and issue a Private Placement Offer cum Application Letter in Form No. PAS-4, to the Investor inviting them to subscribe to the Equity Shares in accordance with the provisions of the Act;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to on behalf of the Company do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, without being required to seek any further consent or approval of the Members, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Investor

for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue, as may be required by any regulatory or other authorities or agencies involved in or

concerned with the issue of the Equity Shares, (ii) making applications to the stock exchanges for obtaining in-principle approvals, (iii) filing requisite documents/ make declarations/ filings with the Ministry of Corporate Affairs, Reserve Bank of India, SEBI, MSE and other regulatory or statutory authorities on behalf of the Company, (iv) filing of requisite documents with the depositories, (v) to resolve and settle any questions and difficulties that may arise in the preferential offer, (vi) issue and allotment of the Equity Shares, (vii) to represent the Company before any Government / regulatory authorities, (viii) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned regulatory authorities, (ix) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Equity Shares and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, and (x) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred upon them by these resolutions, as they may deem fit in their absolute discretion, to any director(s), committees(s), one or more officer(s), company secretary or employees to give effect to these resolutions 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, advocates and advisors 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 do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution, and that all actions taken by the Board in connection with any matter(s) referred to contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects;

**RESOLVED FURTHER THAT** the copies of the foregoing resolutions, certified to be true by any one of the Directors or the Company Secretary, may be furnished to any person(s) as may be required.”

Place: Ludhiana Date: March 27, 2026	By order of the Board of Directors For <b>City Gold Credit Capital Limited</b>  <b>Sd/-</b> <b>Vinit Tarunkumar Brahmhatt</b> <b>Chief Financial Officer</b>
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**NOTES:**

- 1) The Government of India, Ministry of Corporate Affairs has allowed conducting Extra Ordinary General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed with the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and latest being 09/2023 dated September 25, 2023 (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities Exchange Board of India (“SEBI Circular”) prescribing the procedures and manner of conducting the Extra Ordinary General Meeting through VC/OVAM. In terms of the said circulars, the Extra Ordinary General Meeting(“EOGM”) of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the EOGM through VC/ OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is available in Notes to the EOGM.
- 2) 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 e-Voting’s agency. The facility

of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EOGM will be provided by NSDL.

- 3) The deemed venue for EOGM shall be the Registered Office of the Company at Room No. 555, 5th Floor, Lse Building Feroze Gandhi Market, Ludhiana, Punjab, India, 141001.
- 4) Pursuant to the provisions of the Act, a member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this EOGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-EOGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 5) Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorization, etc., authorizing their representative to attend the e-EOGM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the scrutinizer by email through its registered email address to [bkpradhan21@gmail.com](mailto:bkpradhan21@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- 6) Brief details of the directors, who are being re-appointed, are annexed hereto as per requirements of regulation 36(3) of the SEBI Listing Regulations and as per provisions of the Act.
- 7) The Members can join the EOGM 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/EOGM through VC/OAVM will be made available to at least 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/EOGM without restriction on account of first come first served basis.
- 8) The Securities & Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat.Account. Members holding their shares in Physical Form can submit their PAN details to the share transfer agent (MUFG Intime India Private Limited) of the Company.
- 9) Members are requested to notify immediately any change in their address details to the Company's Registrar and share transfer agents for shares held in demat/physical form at MUFG Intime India Private Limited., at Noble Heights, 1<sup>st</sup> floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi - 110058.
- 10) Pursuant to the provisions of Sections 101 and 136 of the Act read with 'The Companies (Accounts) Rules, 2014 electronic copy of the Extra Ordinary General Meeting Notice of the company is being sent to all the members whose email id is registered with the Registrar/Depository Participant(s). Members may note that the Notice of EOGM will also be available on the Company's website at <http://www.citygoldcreditcapitallimited.com/> website of the stock exchanges i.e., MSEI Limited (Metropolitan Stock Exchange of India Limited at <https://www.msei.in/>, Notice of EOGM is also available on the website of NSDL (agency for providing the Remote e -Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

To receive communications through electronic means, including EOGM Notice, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e- mail address with RTA MUFG Intime India Private Limited. Members may also note that the EOGM Notice will also be available on the Company's website <http://www.citygoldcreditcapitallimited.com/>, website of the stock exchanges i.e., MSEI at <https://www.msei.in/>, EOGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) which can be downloaded from the site.

- 11) SEBI vide its notification dated 8 June 2018 as amended on 30 November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed,

unless the securities are held in the dematerialized form, Members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

- 12) In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EOGM. All the work related to share registry in terms of both physical and electronic are being conducted by Company's Registrar & Transfer Agent, MUFG Intime India Private Limited., at Noble Heights, 1<sup>st</sup> floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi - 110058. The Shareholders are requested to send their communication to the aforesaid address or via email at [vishal.dixit@in.mpms.mufg.com](mailto:vishal.dixit@in.mpms.mufg.com)
- 13) Members, who would like to express their views or ask questions during the e-EOGM will have to register themselves as a speaker may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [cgcl1993@gmail.com](mailto:cgcl1993@gmail.com) and mark cc to RTA @[vishal.dixit@in.mpms.mufg.com](mailto:vishal.dixit@in.mpms.mufg.com) during the period starting from **20<sup>TH</sup> April, 2026 (from 9.00 a.m.) to 22<sup>nd</sup> April, 2026 (up to 5.00 p.m.)**. Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the EOGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-EOGM. Please note that only questions of the members holding the shares as on cut-off date will be considered.
- 14) Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
- 15) In case a person becomes a member of the Company after dispatch of EOGM Notice, and is a member as on the cut-off date for e-voting, i.e., Friday, 17th April, 2026, such person may obtain the user id and password from RTA by email request on [vishal.dixit@in.mpms.mufg.com](mailto:vishal.dixit@in.mpms.mufg.com)
- 16) Members holding the equity shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
- 17) Members are requested to send all communications relating to shares, unclaimed dividend, change of address etc. to the Registrar and Share Transfer Agents at the following address: MUFG Intime India Private Limited., at Noble Heights, 1<sup>st</sup> floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi - 110058. Tel: 011 – 49411000, Email: [vishal.dixit@in.mpms.mufg.com](mailto:vishal.dixit@in.mpms.mufg.com) if the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants.
- 18) Members who have not yet registered their e-mail address with the Company or their respective Depository are requested to do so. In the context of General Meeting through VC/OAVM, availability of email id of shareholders will play key role for sending notice or other important communication to shareholders. Hence, MUFG Intime India Private Limited. is offering the facility for all shareholders (physical as well as demat) to update their email id with it for sending the notice of EOGM. The facility for updating of e- mail id of the shareholders shall be available on their website <https://in.mpms.mufg.com> and the same can be updated by shareholders any time during the year.

***PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:***

1. For Physical shareholders- please provide necessary details like 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 NSDL/RTA email id [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in); [vishal.dixit@in.mpms.mufg.com](mailto:vishal.dixit@in.mpms.mufg.com); Tel. No. 022-23010771 / 49614132.
2. For Demat shareholders, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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) by email to NSDL/RTA email id [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in); [vishal.dixit@in.mpms.mufg.com](mailto:vishal.dixit@in.mpms.mufg.com); Tel. No. 022-23010771 / 49614132.

**PROCEDURE AND INSTRUCTION OF E-VOTING**

In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and

Administration) Rules, 2014 and Listing Regulations, 2015, the Company provides to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting(EOGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EOGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

*The facility for voting through E-voting shall also be made available at the EOGM and the members attending the meeting shall be able to exercise their right to vote at the meeting through e-voting in case they have not casted their vote by remote e-voting.*

The members who have casted their vote by remote e-voting prior to the EOGM may also attend the EOGM but shall not be entitled to cast their vote again.

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, Circular No. 02/2021 dated January 13, 2021 and Circular No. 02/2022 dated May 05, 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/EOGM 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 EOGM 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 EOGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EOGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the EOGM 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 EOGM through VC/OAVM will be made available for 100 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 EOGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the EOGM 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 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 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 EOGM 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 EOGM has been uploaded on the website of the Company at <http://www.citygoldcreditcapitallimited.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. MSEI Limited at <https://www.msei.in> 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](http://www.evoting.nsdl.com).

7. EOGM being 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, MCA Circular No. 2/2021 dated January 13, 2021, MCA Circular No. 2/2022 dated May 05, 2022, No. 10/2022 dated December 28, 2022 and latest being 09/2023 dated September 25, 2023

*THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-*

The remote e-voting period begins on 20TH April, 2026 at 09:00 A.M. and ends on 22nd April, 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 cut-off date i.e. Wednesday, 15th April, 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 Wednesday, 15th April, 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.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. On the e- Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’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 “<b>Access to e- Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e- Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the EVoting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol>
	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**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 NO 139009” 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 [bkpradhan21@gmail.com](mailto:bkpradhan21@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020

*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 [cgcc11993@gmail.com](mailto:cgcc11993@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 ([cgcc11993@gmail.com](mailto:cgcc11993@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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 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/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.
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.
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/EOGM shall be the same person mentioned for Remote e-voting.

***INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 32nd EOGM THROUGH VC/OAVM ARE AS UNDER:***

1. Member will be provided with a facility to attend the EOGM 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.

**D) General Instructions:**

- i. The Board of Directors has appointed Balkrishna Pradhan proprietor of M/s. B K Pradhan & Associates, Practicing Company Secretary (Membership No. F-8879), has been appointed as the Scrutinizer to the e-voting process, and voting at the e-EOGM in a fair and transparent manner.

The Chairman shall formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the EOGM and announce the start of the casting of vote through the e-voting system of NSDL <https://www.evoting.nsdl.com>.

- i. The Scrutinizer shall, immediately after the conclusion of voting at the EOGM, first count the votes cast at the meeting, thereafter unblock the votes through e-voting and make a Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Meeting.
- ii. The scrutinizer shall submit his report to the Chairman of the Meeting, as the case may be, who shall declare the result of the voting. The results declared along with the scrutinizer's report shall be placed on the Company's website <http://www.citygoldcreditcapitallimited.com/> and on the website of NSDL <https://www.evoting.nsdl.com>. And shall also be communicated to the stock exchanges. The resolutions shall be deemed to be passed at the e-EOGM of the Company on which the requisite votes will be given by members in favor of Resolution.

iii. The Results declared along with the report of the Scrutinizer will be placed on the website of the Company <http://www.citygoldcreditcapitallimited.com/> and on the website of NSDL immediately after the declaration of results by the Chairman or by a person duly authorized. The results shall also be immediately forwarded to the MSEI Limited, where the equity shares of the Company are listed.

iv. 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.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800-222-990 or send a request to RTA at [vishal.dixit@in.mpms.mufg.com](mailto:vishal.dixit@in.mpms.mufg.com) or NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

v. members, who would like to express their views or ask questions during the EOGM will have to register themselves as a speaker may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [cgcl1993@gmail.com](mailto:cgcl1993@gmail.com) and mark cc to RTA @ [vishal.dixit@in.mpms.mufg.com](mailto:vishal.dixit@in.mpms.mufg.com) during the period starting from 20th April, 2026 (from 9.00 a.m.) to 22nd April, 2026 (up to 5.00 p.m.). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the EOGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EOGM. Please note that only questions of the members holding the shares as on cut-off date will be considered.

**EXEMPTION FROM REQUIREMENT OF DISPATCHING THE PHYSICAL COPIES OF THE NOTICE OF EOGM:** MCA has vide [General Circular no. 17/2020 dated 13th April, 2020](#) and further Vide General Circular No. 02/2021 dated 13th January, 2021 and has relaxed the requirements of sending notices required in terms of Section 101 read with Rule 19 of the Companies (Management and Administration) Rules, 2014. In similar lines, it is requested to exempt the companies from the requirements of the dispatch of the Notice of EOGM in physical form as envisaged under Sections 136 of the Companies Act, 2013 and rules framed thereunder.

According to the Circular of MCA the company will sent Notice of EOGM to all the members through email registered in the records of the company and company request to the members whose email id is not registered in the records of Company/RTA they should get register their email id with Company/RTA, the members whose Email Id is not registered with company/RTA can download the copy of EOGM Notice from Website of the Company. The company will also provide link of the same in the newspaper publication of the notice calling EOGM.

**HOLDING OF THE EXTRA ORDINARY GENERAL MEETING ('EOGM') THROUGH VC/OAVM FACILITY:**

In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5th May 2020 read with circulars dated 8th April 2020, 13th April 2020, 13th January, 2021, 5th May, 2022, 28th December, 2022 and 25th September, 2023 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12th May 2020 read with 15th January, 2021, 13th May, 2022, 05th January, 2023 and 07th October, 2023 permitted holding of the Extra Ordinary General Meeting ('EOGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and MCA Circulars, the EOGM of the Company is being conducted through VC/OAVM hereinafter called as 'EOGM'.

The Company has already embarked on this initiative and proposes to send documents in electronic form to the Members on the email address provided by them to the R&T Agent/the Depositories.

The Members whose email Id is not Registered with the Company are requested to intimate/update their email address to the Company/R&T Agent, those members whose email id is not registered with company can sent a request to the Company/RTA to send copy of the notice of EOGM through email which is available on the Company's Website members can download the same from website.

Place: Ludhiana Date: March 27, 2026	By order of the Board of Directors For <b>City Gold Credit Capital Limited</b> Sd/- <b>Vinit Tarunkumar Brahmhatt</b> <b>Chief Financial Officer</b>
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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

### Item No. 1:

#### INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

Your Board at its meeting held on 30th August, 2025 subject to the approval of the shareholders, and receipt of such other statutory/regulatory approvals, as may be required, has proposed to increase the Authorised Capital of the Company by addition of Rs. 7,50,00,000/- (Rupees Seven Crores Fifty Lacs Only) in the Authorised Capital of the company i.e. from Rs. 3,50,00,000 (Rupees Three Crores Fifty Lacs Only) divided into 35,00,000 (Thirty-Five Lacs) Equity Shares of Face Value of Re. 10/- (Rupee Ten Only) each to Rs. 10,00,00,000 (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crores) Equity Shares of Face Value of Re. 10/- (Rupee Ten Only) each.

Considering the requirements of funds and, it is therefore considered necessary to increase the Authorized Share Capital of the Company from present Authorised Capital of Rs. Rs. 3,50,00,000 (Rupees Three Crores Fifty Lacs Only) divided into 35,00,000 (Thirty-Five Lacs) Equity Shares of Face Value of Re. 10/- (Rupee Ten Only) each to Rs. 10,00,00,000 (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crores) Equity Shares of Face Value of Re. 10/- (Rupee Ten Only) each. by creation of additional Rs. 6,50,00,000/- (Rupees Six Crores Fifty Lacs Only) divided in to 65,00,000 (Sixty-Five Lacs) Equity Shares of Re. 10/- each.

The Proposed resolution under this item No. 1 seeks to obtain Members' approval to alter Clause V as mentioned in the Memorandum of Association of the Company. The proposed increase in the Authorized Share Capital requires the approval of Members. Consequent upon increase in the Authorized Share Capital, the Capital Clause of Memorandum of Association will require alteration so as to reflect the increased Authorized Share Capital.

The proposed Resolution is in the interest of the Company and your Directors recommend the same for your approval.

Copy of the Altered Memorandum and Articles of Association of the Company with the proposed amendment will be available for inspection by the Members at the Registered Office of the Company during business hours on all working days between 11:00 A.M. to 01:00 P.M. until the date of last day of E-voting i.e. 22nd April, 2026.

The Board, accordingly, recommends the passing of this Ordinary Resolution as set out at Item No. 1 of this Notice, for the approval of the members.

None of the Directors, Key Managerial Personnel or their relatives thereof, is in any way, interested or concerned in the proposed Resolutions at Item No.1 of the Notice except to the extent of their shareholding.

### Item No. 2:

The Board of Directors of the Company ("Board") at its meeting held on March 27, 2026, subject to necessary approvals, approved the proposal to issue, offer and allot on a preferential basis 45,35,000 (Forty Five Lakhs Thirty Five Thousand ) Equity Shares of the Company of the face value of INR 10/- (Indian Rupees Ten Only) each fully paid up ("Equity Shares") for cash consideration on preferential basis at a price of INR 16/- (Indian Rupees Sixteen only) per Equity Share [Including premium of INR 06/- (Indian Rupees Six only) per Equity Share] aggregating to INR 7,25,60,000/- (Indian Rupees Seven Crore Twenty Five Lakhs and Sixty Thousand Only) ("Preferential Allotment") to Sanlam Emerging Markets (Mauritius) Limited ("Investor") in accordance with applicable law as per particulars specified below:

Sr. No.	Name of Proposed Allottee's	Number of Equity Shares Proposed to be allotted	Percentage of Shareholding Post Allotment
1.	Rahul Kumar Prajapat	380000	4.91
2.	Shyam singh	380000	4.91
3.	Kishan gopal singh	380000	4.91
4.	Kushal Singh	380000	4.91
5.	Abhay pratap	380000	4.91
6.	Pradeep Singh	380000	4.91
7.	Dayal Singh Sisodiya	380000	4.91
8.	JAIPAL Singh Sisodiya	375000	4.85
9.	Ravindra Singh Chauhan	375000	4.85
10.	Bharat singh	375000	4.85
11.	Prince singh	375000	4.85
12.	Dheer Singh	375000	4.85

In terms of the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and rules framed thereunder including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (“SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time, any issue of securities on preferential basis requires the approval of Members of the Company by way of a special resolution.

Therefore, the consent of the Members is being sought by way of a special resolution to issue Equity Shares to the above proposed allottees as stated in the above table in accordance with the provisions of the Act, SEBI ICDR Regulations, as amended, and any other applicable laws, including with respect to the pricing of the Equity Shares proposed to be issued by way of a preferential allotment.

Necessary information / details in respect of the proposed preferential allotment in terms of Sections 42 and 62 of the Act, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended and Chapter V of the SEBI ICDR Regulations are as under:

**1. Particulars of the issue including the material terms of issue, date of passing of Board resolution:**

The Board in its meeting held on Friday 27<sup>th</sup> March, 2026 has approved the proposed issuance of Equity Shares on preferential basis subject to receipt of requisite regulatory approvals, and members’ approval. The particulars of issue are as follows:

45,35,000 (Forty-Five Lakhs Thirty-Five Thousand) Equity Shares of the Company of the face value of INR 10/- (Indian Rupees Ten Only) each fully paid up (“Equity Shares”) for cash consideration on preferential basis at a price of INR 16/- (Indian Rupees Sixteen only) per Equity Share [Including premium of INR 06/- (Indian Rupees Six only) per Equity Share] aggregating to INR 7,25,60,000/- (Indian Rupees Seven Crore Twenty-Five Lakhs and Sixty Thousand Only) arrived at basis the issue price (i.e., INR 16/-) determined as per Regulation 166A(1) read with Regulation 165 of SEBI ICDR Regulations, as amended, to the proposed allottees as stated in the above table.

**2. Manner of issue of shares:**

Preferential allotment of equity shares.

**3. Purpose / Objects of the Issue:**

The Company proposes to undertake the preferential allotment of equity shares with the primary objective of strengthening its capital base by increasing the paid-up share capital and net worth.

The proceeds from the issue will be utilized to support the expansion of the Company’s lending business and to meet the regulatory requirements prescribed for Non-Banking Financial Companies (NBFCs). In this regard, the Reserve Bank of India (RBI) has mandated that an NBFC-Investment and Credit Company (NBFC-ICC) must maintain a minimum Net Owned Fund (NOF) of ₹10 crore, to be achieved on or before March 31, 2027, in order to commence or continue its non-banking financial activities.

Accordingly, the Company intends to augment its Net Owned Funds (NOF) through this capital infusion to ensure compliance with applicable RBI guidelines. The funds raised shall be deployed towards the Company’s core NBFC activities, including lending operations, in line with the main object clause of the Memorandum of Association of the Company.

In addition, a portion of the proceeds may be utilized for general corporate purposes, including but not limited to meeting issue-related expenses, working capital requirements, business expansion initiatives, and such other purposes as may be approved by the Board of Directors from time to time, subject to applicable laws and regulatory requirements.

The detailed utilization plan of the proceeds is set out below.

**a) Utilization of Proceeds of the Issue:**

The proceeds of the Issue will be utilized in the following manner:

Sr. No.	Particulars	Estimated utilization amount (INR Cr.)
1	Working capital requirements	Rs. 7,25,60,000/- (Rupees Seven Crores Fifty Lakhs)
2.	Business Expansion requirements including expenses for technology upgradation, Strategic marketing etc.	
3.	General Corporate Purpose	
	<b>Total</b>	

The estimated amount for each of the above mentioned objects of the issue will be utilised over a period of 3 financial years commencing from the financial year 2026 – 27, which in any case shall not exceed 4 financial years.

**b) To achieve the prescribed NOF i.e. Net Owned Fund of ₹10 Crores a per RBI NBFC regulations and directions.**

The amounts specified above is based on the estimates made currently, which may vary due to circumstances in future and hence there may be a deviation of +/- 10% in each of the above specified objects in terms of MSEI METROPOLITAN STOCK EXCHANGE Notice No. 20221213-47 dated 13<sup>th</sup> December 2022.

Further, the amount pending utilisation towards the objects of the issue, will be invested in the manner and on the terms and conditions, deemed fit/appropriate and approved by the Board of the Company and as may be permitted under Applicable Laws.

**4. Maximum Number of shares to be issued:**

The maximum number of Equity Shares to be issued shall be up to 45,35,000 (Forty-Five Lakhs Thirty-Five Thousand) Equity Shares.

**5. Relevant Date:**

The relevant date for determination of the price for the purpose of the Preferential Allotment of Equity Shares is March 24, 2026, being the date falling 30 (thirty) days prior to the EGM.

**6. Price / price band at / within which the securities are proposed to be issued:**

The Equity Shares under this preferential issue, i.e., 45,35,000 (Forty Five Lakhs Thirty Five Thousand ) fully paid-up Equity Shares of the face value of INR 10 /- (Indian Rupees Ten) each shall be issued at a price of INR 16 /- (Indian Rupees Sixteen) [including a premium of INR 06/- (Indian Rupees Six)] per Equity Share aggregating to INR 7,25,60,000/- (Indian Rupees Seven Crore Twenty Five Lakhs and Sixty Thousand Only) determined as per the pricing guidelines of SEBI ICDR Regulations 166A read with Regulation 165 of SEBI ICDR Regulations, as amended.

**7. Valuation for consideration other than cash:**

Not applicable

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

Not applicable

**9. Basis/justification on which the price has been arrived at along with report of the registered valuer:**

The Equity Shares of the Company are listed on MSE. The Equity Shares of the Company are infrequently traded in accordance with the SEBI ICDR Regulations. Therefore, the price is determined pursuant to pricing guidelines and Regulation 165 and Regulation 166A of the SEBI ICDR Regulations.

The Articles of Association of the Company does not provide for a method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations.

Accordingly, and as per the provisions of the SEBI ICDR Regulations, the Equity Shares will be issued at a price of INR 16/- (Indian Rupees Sixteen) per Equity Share [including a premium of INR. 6/- (Indian Rupees Six Only)] which is not less than the price as determined by the registered valuer.

As the proposed allotment is of more than five per cent. of the post issue fully diluted share capital of the Company to the proposed allottee's a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of the SEBI ICDR Regulations.

#### 10. Report of a registered valuer:

The valuation was performed by Ms. Karan Chetan Shah (Chartered Accountants, Registered Valuer- SFA) Mumbai, a Registered Valuer (**Registration No.IBBI/RV/06/2024/15561**), the valuation report has been issued by register valuer on 24<sup>th</sup> March, 2026 having their office located at Mumbai in accordance with the SEBI ICDR Regulations.

The copy of the valuation report is available for inspection by the Members from the date of circulation of this notice up to the date of the Extra Ordinary General Meeting at the registered office of the Company.

Additionally, the copy of valuation report will also be available for electronic inspection by the Members during business hours. Members seeking to inspect such documents may send a request on the email id: [cgcc11993@gmail.com](mailto:cgcc11993@gmail.com) at least 7 working days before the date on which they intend to inspect the document.

Copy of the valuation report shall also be available on the Company's website, i.e., <https://citygoldcreditcapitallimited.co.in/>.

#### 11. Shareholding Pattern of the Company before and after the issue:

Sr. No.	Category	Pre-issue*		Post-issue**	
		Equity		Equity	
		No. of Shares held	% of share holding	No. of shares held	% of share holding (rounded off to two decimal places)
<b>A</b>	Promoters' Holding				
<b>1</b>	Individual	614800*	19.21	614800*	7.95
	Bodies corporate	-	-	-	-
	<b>Sub-total</b>	6,14,800*	19.21	6,14,800*	7.95
<b>2</b>	Foreign promoters	-	-	-	-
	<b>Sub-total (A)</b>	6,14,800*	19.21	6,14,800*	7.95
<b>B</b>	Non- Promoter's Holding				
<b>1</b>	Institutional investors	-	-	-	-
<b>2</b>	Central Government / State Government / President of India	-	-	-	-
<b>3</b>	Non- institutional Investors	-	-	-	-
	Private Corporate Bodies	-	-	-	-
	Directors and relatives	-	-	-	-
	Indian public	25,85,700	80.79	71,20,700	92.05
	others [including Non-resident Indians (NRIs)]				
	<b>Sub-total (B)</b>	25,85,700	80.79	71,20,700	92.05
	<b>GRANDTOTAL</b>	32,00,500	80.79	77,35,500	100.00

\* Note: 1. Out of 6,14,800 Equity Shares held by two individuals, Mr. Satnam Singh who is holding 30,000 Eq. Shares have already submitted application to company for reclassification as non-promoter public, and company has filed reclassification application to MSE (Stock Exchange) and application is under process, after MSE Reclassification approval shareholding of promoter will reduce to 5,84,800 i.e. 18.27%.

2. The above shareholding pattern has been prepared on the basis of the latest shareholding pattern filed by the Company for the quarter ended 31st December 2025 with the stock exchange. MSE i.e Metropolitan Stock Exchange to the above date, the shareholding pattern of the Company may have undergone changes.

**12. Amount which the Company intends to raise by way of such securities/ size of the issue:**

INR 7,25,60,000/- (Indian Rupees Seven Crore Twent-Five Lakhs and Sixty Thousand Only)

**13. Proposal/ Intention of the Promoters, Directors, Key Managerial Personnel or senior management to subscribe the offer; contribution being made by the Promoters or Directors either as part of the preferential allotment or separately in furtherance of the objects:**

None of the existing Promoters, Directors, Key Managerial Personnel or senior management intent to subscribe the offer.

However, pursuant to the proposed transaction, none of the investor (Proposed Allottees) will be acquiring joint control with the existing promoters and will not be classified as 'promoter' post completion of preferential allotment.

**14. Proposed time frame within which the preferential issue shall be completed:**

Under Regulation 170 of the SEBI ICDR Regulations, preferential allotment of the securities is required to be completed within a period of 15 (fifteen) days from the date of passing of the special resolution of the members of the Company or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority or the Central Government for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained. The Preferential Allotment is not triggering the obligation to make an open offer for shares of the Company under the SEBI SAST Regulations.

**15. Principle terms of assets charged as securities:**

Not Applicable

**16. Change in control, if any, in the Company that would occur consequent to the preferential offer:**

Pursuant to the proposed transaction Investor will not acquire any control, along with the existing Promoter of the Company, the existing promoter Mr. Minocha only be Promoter. Therefore, there will be no change in control as contemplated under Regulation 4 of SEBI SAST Regulations, Companies Act, 2013 and the SEBI LODR Regulations, and there will be no creeping acquisition and there are no requirements of Open Offer by Investors (Proposed Allottee(s)).

**17. 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:**

Nil

**18. The names of the Allottee's and the percentage of post preferential offer capital that may be held by them:**

S.No.	Name of the Allottee's	Percentage of post preferential offer capital*
1	Rahul Kumar Prajapat	4.91
2	Shyam singh	4.91
3	Kishan gopal singh	4.91
4	Kushal Singh	4.91
5	Abhay pratap	4.91
6	Pradeep Singh	4.91
7	Dayal Singh Sisodiya	4.91
8	JAIPAL Singh Sisodiya	4.85
9	Ravindra Singh Chauhan	4.85
10	Bharat singh	4.85
11	Prince singh	4.85
12	Dheer Singh	4.85

*\*Note: Assuming the above Allottees fully subscribes to the offer*

**19. Lock-in Period:**

The Equity Shares issued shall be subject to a Lock-in for such period as specified under Regulation 167 of the SEBI ICDR Regulations.

**20. Listing:**

The equity shares of the Company issued shall be listed on MSE in accordance with the applicable law. Such equity shares shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

**21. Class or classes of persons to whom the allotment is proposed to be made:**

Sr. No.	Name of the Investor	Class
1	Rahul Kumar Prajapat	Non -Promoter
2	Shyam singh	Non -Promoter
3	Kishan gopal singh	Non -Promoter
4	Kushal Singh	Non -Promoter
5	Abhay pratap	Non -Promoter
6	Pradeep Singh	Non -Promoter
7	Dayal Singh Sisodiya	Non -Promoter
8	JAIPAL Singh Sisodiya	Non -Promoter
9	Ravindra Singh Chauhan	Non -Promoter
10	Bharat singh	Non -Promoter
11	Prince singh	Non -Promoter
12	Dheer Singh	Non -Promoter

**22. Certificate from practicing company secretary:**

As required under Regulation 163 of the SEBI ICDR Regulations, the certificate of the practicing company secretary certifying by CS Manjula Poddar Practicing Company Secretary that the preferential issue is being made in accordance with the requirements of SEBI ICDR Regulations shall be available for inspection by the Members from the date of circulation of this notice up to the date of Extra-Ordinary General Meeting at the registered office of the Company.

Additionally, the certificate will also be available for electronic inspection by the Members during business hours. Members seeking to inspect such documents may send a request on the email id: cgcc11993@gmail.com.in at least 7 working days before the date on which they intend to inspect the document.

The copy of the certificate shall also be available on the Company's website, i.e., <https://citygoldcreditcapitallimited.co.in/>.

**23. Other Disclosures:**

- i. It is hereby confirmed that neither the Company nor its Directors and to the Company's knowledge any of its Promoters is a wilful defaulter or a fraudulent borrower.
- ii. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- iii. The proposed Investor has not sold or transferred any equity shares during the 90 trading days preceding the relevant date.
- iv. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement entered into by the Company with MSE and the SEBI LODR Regulations, as amended, and any circular or notification issued by the Securities and Exchange Board of India thereunder.
- v. The Company doesn't have any outstanding dues to the Securities and Exchange Board of India, the stock exchanges or the depositories.
- vi. The Company has obtained Permanent Account Numbers (PAN) of the Investor.
- vii. The Equity Shares to be allotted by way of this Preferential Issue will be fully paid up at the time of the allotment.

24. **Identity of the Investor (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control the proposed allottees), class of the Investor, the percentage (%) of post preferential issue capital that may be held by them and change in control, if any, consequent to the preferential issue:**

Sr. No.	Name of the proposed Allottee	The natural persons who are ultimate beneficial owner	Category (Promoter /Non-Promoter)	* Pre-Issue holding & % of Holding of Proposed Allottees		Number of Eq. Shares proposed to be allotted	# Post-Issue holding & % of Holding of Proposed Allottees	
				No. of Eq. Shares	Percentage holding (%)		No. of Eq. Shares	Percentage holding (%)
1	Rahul Kumar Prajapat	Individual	Non-Promoter	-	-	380000	380000	4.91
2	Shyam singh	Individual	Non-Promoter	-	-	380000	380000	4.91
3	Kishan gopal singh	Individual	Non-Promoter	-	-	380000	380000	4.91
4	Kushal Singh	Individual	Non-Promoter	-	-	380000	380000	4.91
5	Abhay pratap	Individual	Non-Promoter	-	-	380000	380000	4.91
6	Pradeep Singh	Individual	Non-Promoter	-	-	380000	380000	4.91
7	Dayal Singh Sisodiya	Individual	Non-Promoter	-	-	380000	380000	4.91
8	Jaipal Singh Sisodiya	Individual	Non-Promoter	-	-	375000	375000	4.85
9	Ravindra Singh Chauhan	Individual	Non-Promoter	-	-	375000	375000	4.85
10	Bharat singh	Individual	Non-Promoter	-	-	375000	375000	4.85
11	Prince singh	Individual	Non-Promoter	-	-	375000	375000	4.85
12	Dheer Singh	Individual	Non-Promoter	-	-	375000	375000	4.85
<b>Total</b>						<b>45,35,000</b>		

25. **Details of the percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:**

Please refer to Sr. No. 19 and 17 above.

26. **Details of the current and proposed status of the allottee(s) post the preferential issue:**

S. No.	Name of the Investor	Current status of the investor	Proposed status of the investor post the preferential issue
1	Rahul Kumar Prajapat	Non Promoter- Public	Non Promoter- Public
2	Shyam singh	Non Promoter- Public	Non Promoter- Public
3	Kishan gopal singh	Non Promoter- Public	Non Promoter- Public
4	Kushal Singh	Non Promoter- Public	Non Promoter- Public
5	Abhay pratap	Non Promoter- Public	Non Promoter- Public
6	Pradeep Singh	Non Promoter- Public	Non Promoter- Public
7	Dayal Singh Sisodiya	Non Promoter- Public	Non Promoter- Public
8	JAIPAL Singh Sisodiya	Non Promoter- Public	Non Promoter- Public
9	Ravindra Singh Chauhan	Non Promoter- Public	Non Promoter- Public
10	Bharat singh	Non Promoter- Public	Non Promoter- Public
11	Prince singh	Non Promoter- Public	Non Promoter- Public
12	Dheer Singh	Non Promoter- Public	Non Promoter- Public

**27. Undertakings**

The Company undertakes that it shall re-compute the issue price of the Equity Shares in terms of the SEBI ICDR Regulations where it is required to do so. Further, the Company also undertakes that if the amount payable by the respective investor on account of the re-computation of price is not paid within the time stipulated under the SEBI ICDR Regulations, the securities shall continue to be locked- in till the time such amount is paid by the concerned investor.

The Board, accordingly, recommends the passing of this Special Resolution as set out at Item No. 2 of this Notice, for the approval of the members.

No Directors or key managerial personnel of the Company and their respective relatives have any interest financially or otherwise in the passing of the said resolution except to the extent of their shareholding, if any.

Place: Ludhiana Date: March 27, 2026	By order of the Board of Directors For <b>City Gold Credit Capital Limited</b>  <b>Sd/-</b> Mrs Arpita Jain Company Secretary & Compliance Officer
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