

Date: 03/07/2026

**To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai –400001**

BSE SCRIP CODE: 523712

Sub: Notice of Extra Ordinary General Meeting of the Company

We would like to inform you that the Extraordinary General Meeting of the Company ("EGM") is scheduled to be held on Saturday, the 25th July, 2026 at 12:00 P.M. at through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the business set out in the notice.

Pursuant to the provisions of Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), please find enclosed herewith a copy of the Notice dated July 03, 2026, together with the Explanatory Statement thereto, seeking approval of the Members of JMG Corporation Limited on the following item of business in compliance with the relevant circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI") in this regard.

Sr. No.	Particular	Type of Resolution
1.	TO CONSIDER AND APPROVE THE PROPOSAL OF CREATION OF MORTGAGE/CHARGE ON ASSETS OF THE COMPANY, UNDER SECTION 180 (1) (A) OF THE COMPANIES ACT, 2013	Special Resolution
2.	ENHANCEMENT IN OVERALL BORROWING LIMITS OF THE COMPANY AND CREATION OF MORTGAGE/CHARGE ON ASSETS OF THE COMPANY, UNDER SECTION 180 (1) (C) OF THE COMPANIES ACT, 2013	Special Resolution
3.	ENHANCEMENT IN LIMITS OF INVESTMENTS/ LOANS/ GUARANTEES/ SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013	Special Resolution
4.	SHIFTING OF THE REGISTERED OFFICE FROM THE STATE OF DELHI TO THE STATE OF RAJASTHAN SUBJECT TO NECESSARY APPROVAL AND ALTERATION OF MEMORANDUM OF ASSOCIATION	Special Resolution
5.	ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY	Special Resolution
6.	TO CONSIDER AND APPROVE CHANGE OF NAME OF THE COMPANY	Special Resolution
7.	APPOINTMENT OF MR. RAHUL SINGH JADAUN [DIN: 11692304] AS AN INDEPENDENT DIRECTOR	Special Resolution

8.	APPOINTMENT OF MS. YASHASVI PAREEK [DIN: 11692448] AS AN INDEPENDENT DIRECTOR	Special Resolution
9.	TO REGULARISE MS. MAYA BAIRAGI [DIN: 10070430] AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY	Ordinary Resolution
10.	TO APPOINT MR. NEERAV BAIRAGI (DIN: 08486843) AS A CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY	Special Resolution
11.	TO CONSIDER AND APPROVE THE PURCHASE FROM RELATED PARTY	Ordinary Resolution

In compliance with the applicable circulars, the Notice is being sent to all Members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with Depositories, Company and/or Indus Portfolio Private Limited ("RTA") as on Friday, June 26, 2026. The aforesaid Notice is also uploaded on the Company's website i.e., www.jmg-corp.in

Thanking you

Yours faithfully,
For, JMG CORPORATION LIMITED

Neerav Bairagi
Managing Director
Din: 08486843

Encl: Notice of EGM

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of **JMG CORPORATION LIMITED (the "Company")** will be held on **Saturday, 25th July, 2026 at 12:00 p.m. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")** to transact the following business: -

SPECIAL BUSINESS:

1. TO CONSIDER AND APPROVE THE PROPOSAL OF CREATION OF MORTGAGE/CHARGE ON ASSETS OF THE COMPANY, UNDER SECTION 180 (1) (A) OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT in supersession to all earlier resolution passed and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or the person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution) to pledge, mortgage, hypothecate and/or create charge on all or any part of the movable or immovable property(ies) of the Company and to sell, lease or otherwise dispose of the whole or part of the undertaking(s) of the Company, both present and future, in addition to existing pledge, mortgage, hypothecate and/or charge in favour of bank(s), financial institution(s), investor(s), trustee(s) (including the trustee for the holders of debentures, bonds or other instrument) and any other lender(s)/person(s) to secure the amount borrowed by the Company and/or its subsidiary(ies) from time to time for the due payment of the principal and/or together with interest, additional interest, compounding interest, charges, costs, expenses and all other money(ies) including any increase as a result of devaluation, revaluation, fluctuations in the rate of exchange and other obligations payable by the Company and/or its subsidiary company(ies) in respect of such borrowing(s) on such terms and conditions and in such form as the Board in its absolute discretion thinks fit, provided that the aggregate indebtedness secured by the assets of the Company shall not exceed at any time a sum of Rs. 100 Cr/- (Rupees One Hundred Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle and execute such documents /deeds /writings /papers /agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid."

2. ENHANCEMENT IN OVERALL BORROWING LIMITS OF THE COMPANY AND CREATION OF MORTGAGE/CHARGE ON ASSETS OF THE COMPANY, UNDER SECTION 180 (1) (C) OF THE COMPANIES ACT, 2013

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 earlier resolution passed by the members and pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if

any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or the person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution) to borrow any sum of money(ies) from time to time at their discretion for the business of the Company from any one or more bank(s), financial institution(s), mutual fund(s), body(ies) corporate, firm(s) and other person(s) by way of loans or credit facilities (fund based or non-fund based) or issue of Debentures, Bonds, Commercial Papers, External Borrowings or any instrument or otherwise as permitted under any law on such terms and conditions, with or without security, as the Board in its absolute discretion may think appropriate notwithstanding that the total money(ies) to be borrowed, together with money(ies) already borrowed by the Company shall not exceed at any point of time Rs. 100 Cr. (Rupees One Hundred Crores only) in excess of aggregate of paid-up share capital, free reserves and securities premium of the Company apart from temporary loans obtained from the Company's banker in the ordinary course of business.

RESOLVED FURTHER THAT Board of Directors or its delegated authority be and is hereby authorized to finalize terms and conditions of such borrowing and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution".

3. ENHANCEMENT IN LIMITS OF INVESTMENTS/ LOANS/ GUARANTEES/ SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of the Section 186 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called 'the Board' which term shall deemed to include any Committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate, up to Rs. 100 Cr (Rupees One Hundred Crores), outstanding at any point of time, over and above the permissible limits under Section 186(2) of the Companies Act, 2013 (presently being 60 percent of the Company's paid-up capital, free reserves and securities premium account or one hundred percent of the Company's free reserves and securities premium account, whichever is more).

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution."

4. SHIFTING OF THE REGISTERED OFFICE FROM THE STATE OF DELHI TO THE STATE OF RAJASTHAN SUBJECT TO NECESSARY APPROVAL AND ALTERATION OF 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 pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government (power delegated to Regional Director) and/or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the State of Delhi (i.e. from the jurisdiction of Registrar of Companies, Delhi I) to the State of Rajasthan (i.e. to the jurisdiction of Registrar of Companies, Jaipur) and that Clause II of the Memorandum of Association of the Company be substituted with the following clause:

II. The registered office of the Company will be situated in the State of Rajasthan.

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent as may be considered necessary and to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the authorities concerned and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution."

5. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 ("the act"), the new set of Article of Association, as placed before the meeting and initiated by the Chairman for the purpose of identification, be and is hereby approved and adopted as new Article of Association of the company in the place and exclusion of the existing Article of Association of the company."

"RESOLVED FURTHER THAT any of the Director of the company, be and is hereby, authorized to do all such acts, deeds and take such steps as may be required to give effect to the above resolution."

6. TO CONSIDER AND APPROVE CHANGE OF NAME OF THE COMPANY:

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13 read with Rule 29 of Companies (Incorporation) Rules, 2014, and any other applicable provisions of Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), subject to approval of Central Registration Centre and Registrar of Companies and subject to all necessary approvals from statutory and regulatory authorities Subject to In-Principle Approval Letter issued by BSE Limited, the consent of the members of the Company be and are hereby accorded to change the name of the Company from **‘JMG Corporation Limited’** to **‘PANTHAORA LIMITED’**.

RESOLVED FURTHER THAT the existing Clause I of the Memorandum of Association of the Company be altered and substituted by the following clause:

I. The name of the Company is **“PANTHAORA LIMITED’.”**

RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT post aforesaid approvals, the name “JMG Corporation Limited” whereby occurs in the Memorandum and Articles of Association and any other documents of the Company be and is hereby substituted by the name **“PANTHAORA LIMITED.”**

RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorized to make necessary application(s) and to sign, execute and file all such forms and documents as may be considered necessary or expedient to the Registrar of Companies and other Regulatory Authorities, as may be applicable, for making application to give effect to the foregoing resolution as may be required from time to time and to do all such acts, deeds and things as may be required in this connection.”

7. APPOINTMENT OF MR. RAHUL SINGH JADAUN [DIN: 11692304] AS AN INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulation 17(1)(C) and 25(2)(A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“SEBI Listing Regulations”) and pursuant to the provisions of Article of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee of the Company and approval of the Board of Directors of the Company, Mr. RAHUL SINGH JADAUN [DIN: 11692304], who was appointed as an Additional Director (Non-Executive Independent) of the Company by the Board of Directors with effect from 27th April, 2026 and who holds office till the date of ensuing Annual General Meeting, who has submitted a declaration that he meets the criteria for independence as provided in 149(6) of the Act and 16(1)(b) of SEBI Listing Regulations and also declared that he

has not been debarred from holding the office of director or continuing as a Director of Company by SEBI/ MCA or any other authority, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, signifying his intention to propose Mr. RAHUL SINGH JADAUN [DIN: 11692304] as a candidate for the office of a Director of the Company, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from 27th April, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof or to the or Chief Financial Officer or Company Secretary, to give effect to the aforesaid resolution.”

8. APPOINTMENT OF MS. YASHASVI PAREEK [DIN: 11692448] AS AN INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulation 17(1)(C) and 25(2)(A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“SEBI Listing Regulations”) and pursuant to the provisions of Article of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee of the Company and approval of the Board of Directors of the Company, Ms. YASHASVI PAREEK [DIN: 11692448], who was appointed as an Additional Director (Non-Executive Independent) of the Company by the Board of Directors with effect from 27th April, 2026 and who holds office till the date of ensuing Annual General Meeting, who has submitted a declaration that she meets the criteria for independence as provided in 149(6) of the Act and 16(1)(b) of SEBI Listing Regulations and also declared that she has not been debarred from holding the office of director or continuing as a Director of Company by SEBI/ MCA or any other authority, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, signifying the intention to propose Ms. YASHASVI PAREEK [DIN: 11692448] as a candidate for the office of a Director of the Company, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from 27th April, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof or to the or Chief Financial Officer or Company Secretary, to give effect to the aforesaid resolution.”

9. TO REGULARISE MS. MAYA BAIRAGI [DIN: 10070430] AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the appointment of Ms. Maya Bairagi (DIN: 10070430), who was appointed by the Board of Directors as an Additional Director under Promoter Category of the Company with effect from 27th April, 2026 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from the date of this Resolution.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

10. TO APPOINT MR. NEERAV BAIRAGI (DIN: 08486843) AS A CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and pursuant to applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and subject to such approvals, permissions and sanctions, if any required, and as approved by the Board of Directors upon recommendation of Nomination and Remuneration Committee, consent of the Company be and is hereby accorded for appointment of Mr. NEERAV BAIRAGI (DIN: 08486843) as a Chairman & Managing Director of the Company for a further period of 5 (Five) years with effect from 27th April, 2026 till 26th April, 2031 on the terms and conditions of appointment and remuneration as set out hereunder

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

A. MONTHLY SALARY:

The Chairman and Managing Director shall be entitled to a salary of up to Rs. 4,00,000/- per month and shall be entitled to:

I. Group Medical Claim Policy: Entitled for individual with corporate benefit.

II. Personal Accident Insurance: The Company will take Personal Accident Insurance of Director.

III. Provident fund and superannuation: The Company’s contribution towards provident fund and the pension’s fund will not be included in the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

IV. Gratuity shall be paid as per Company's rule and will not be included in the computation of the ceiling on perquisites.

V. Corporate Mobile Plan.

VI. The Company shall reimburse actual traveling expenses including foreign travelling expenses incurred by the Chairman and Managing Director in connection with the Company's business.

B. Sitting Fees: The Chairman and Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or committee thereof during the tenure of his appointment.

C. Subject to the superintendence, control and direction of the Board as it may from time to time determine, the Chairman and Managing Director shall have substantial powers of the management of the Company and perform all other acts and things which in the ordinary course of business he may consider necessary or proper or in the interest of the Company.

RESOLVED FURTHER THAT the Board of Directors subject to recommendation of the Nomination and Remuneration Committee of the Company be and are hereby authorized to alter and vary such terms of reappointment and remuneration within the limits specified in Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the term of Mr. NEERAV BAIRAGI (DIN: 08486843), Chairman and Managing Director, the remuneration set out in the aforesaid resolution of appointment be paid or granted to Mr. NEERAV BAIRAGI (DIN: 08486843), as minimum remuneration provided that the total remuneration by way of salary and other allowances shall not exceed the ceiling provided in Section II of Part II of Schedule V to the said Act or such other amount as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactment(s) thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof or Chief Financial Officer or Company Secretary, to give effect to the aforesaid resolution."

11. TO CONSIDER AND APPROVE THE PURCHASE FROM RELATED PARTY

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

"RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zb), 2(1)(zc), 23 and other applicable regulations if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), Section 2(76) and other applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Article of Association of the Company and the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of approval and recommendation of the Audit Committee and as approved by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company for entering into the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/

Agreement(s)/ loan transaction(s)/ Sale or purchase of goods or material/availing or rendering of service(s)/ to extend or avail corporate guarantee in lieu of loan taken and any other business transaction as and when required by and inter-se (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), with FASHKART RETAIL, a related party within the meaning of Section 2(76) of the Companies Act 2013, as mentioned in detail in Explanatory Statement annexed herewith notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company is Up to 25 Crore may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Directors of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts deeds matters and things and to execute or authorize any person to execute all such documents instruments and writings as may be considered necessary relevant usual customary and/or expedient to give effect to this resolution without required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

**By Order of the Board of Directors
For, JMG CORPORATION LIMITED**

Sd/-

**Place: Delhi
Date:03/07/2026**

**NEHA GUPTA
Company Secretary & Compliance Officer**

NOTES:

1. The Ministry of Corporate Affairs has vide its General Circular No. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 20/2020 dated 5th May 2020, General Circular No. 09/2023 dated 25th September, 2023 and the General Circular No. 09/2024 dated 19th September, 2024 (hereinafter collectively to be referred as the "MCA circulars") and SEBI Circular dated 3rd October, 2024 issued by the Securities Exchange Board of India ("SEBI Circular") allowed conducting Extra Ordinary General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed the personal presence of the members at the meeting prescribing the procedures and manner of conducting the Extra Ordinary Meeting through VC/OVAM. In terms of the said circulars Extra Ordinary General Meeting (EGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the EGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is explained in the subsequent notes of this Notice.
2. In line with the aforesaid MCA Circulars and SEBI Circular, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Member may note that Notice has been uploaded on the website of the Company at www.jmg-corp.in. The Notice can also be accessed from the websites of 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
3. Pursuant to the aforesaid MCA circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate / Institutional members are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email ID: csshubhamjainbumb@gmail.com, with a copy marked to evoting@nsdl.com. The scanned image of the above-mentioned documents should be in the naming format "JMG Corporation Limited, Extra Ordinary General Meeting".
4. (i) Information regarding appointment/reappointment of Director as per SEBI Listing Regulations and Secretarial Standards and (ii) Explanatory Statement in respect of special business to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI Listing Regulations is annexed hereto.
5. 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.
6. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 7 days before the meeting so as to enable the management to keep the information ready.
7. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent

of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.

8. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders holding shares in the physical mode. The shareholders who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.

9. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.

10. The Members can join the EGM through 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 1,000 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.

11. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time 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 e-voting on the date of the EGM/AGM will be provided by NSDL.

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

The remote e-voting period begins on Wednesday, 22nd July, 2026 at 09:00 A.M. and ends on Friday, 24th July, 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, 18th July, 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, 18th July, 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"> 1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReq.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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-

	<p>Voting period or joining virtual meeting & voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (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 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" 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 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 csshubhamjainbumb@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 to Nitin Mahala 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 email 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 info@jmg-corp.in
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 (info@jmg-corp.in). If you are an Individual shareholder 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.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/AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
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/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join 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 info@jmg-corp.in. The same will be replied by the company suitably.
6. Members who wish to speak at the EGM may register themselves as Speaker Shareholders by sending their request from their registered e-mail address to the Company at info@jmg-corp.in at least 7 days before the commencement of the Meeting. The Company reserves the right to restrict the number of speakers to ensure the smooth conduct of the Meeting.

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

ITEM 1:

Pursuant to the provisions of Section 180(1)(a) and other applicable provisions, of the Companies Act, 2013 and the Rules made thereunder, the Board of the Company shall not, without the consent of the shareholders by way of Special Resolution, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company. This also includes creation of charge/ mortgage / hypothecation on the movable and immovable Properties of the Company. The Company is required to pledge, mortgage, hypothecate and/or charge all or any part of the movable or immovable property(ies) of the Company and the whole or part of the undertaking(s) of the Company, both present and future, in addition to existing pledge, mortgage, hypothecate and/or charge in favour of bank(s), financial institution(s), investor(s), trustee(s) (including the trustee for the holders of debentures, bonds or other instrument) and any other lender(s)/person(s) in respect of borrowings made /to be made by the Company and/or its subsidiary Companies.

The Board recommended to the Members of the Company to approve the increased limit to Rs. 100 Cr. (Rupees One Hundred Crores only) upto which the Company can create charge in any form on its movable and immovable properties in relation to the borrowings made by the Company and/or its subsidiary Companies.

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

The Board recommends proposed resolution at Item No.1 for your approval by way of Special Resolution

ITEM 2:

Pursuant to the provisions of Section 180(1)(c) and other applicable provisions, of the Companies Act, 2013 and the Rules made thereunder, the Company can borrow money(ies) exceeding the aggregate of the paid-up share capital, free reserves and securities premium of the Company only with the approval of Members of the Company by way of Special Resolution.

Keeping in view the Company's existing and future fund requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise fund from various Bank(s) and/or Financial Institution(s), Mutual Fund(s), Bodies Corporate(s), firm(s)and / other person(s) by way of loans or credit facilities (fund based or non-fund based) or issue of Debentures, Bonds, Commercial Papers, External Commercial Borrowings or any other instruments or otherwise on such terms and conditions as may be considered fit, which, together with the money(ies) already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company. In view of the increased requirement of the funds, the Board, recommended to the Members of the Company for their approval to borrow from time to time not exceeding Rs. 100 Cr./- (Rupees One Hundred Crore only) together with money(ies) already borrowed in excess of aggregate of paid-up share capital, free reserves and securities premium of the Company apart from temporary loans obtained from the Company's banker in the ordinary course of business.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 2, except to the extent of their respective shareholding in the Company.

The Board recommends proposed resolution at Item No.2 for your approval by way of Special Resolution.

ITEM 3:

Under the provisions of Section 186 of the Companies Act, 2013 the power to make loan(s) and/or give guarantees or provide security (ies) in connection with loan(s) made and to make investments in shares, debentures and/or any other securities of any other body corporates, in excess of the limits prescribed, can be exercised by the Board of Directors only with the consent of the shareholders obtained by means of a Special Resolution.

As per Section 186(2) of the Act, no company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

It is further informed to the Board of the Directors that keeping in view of current and future plans of the Company and to fulfill long term strategic business objectives and as a measure greater financial flexibility, it is proposed to enhance the limits of the Company as prescribed under Section 186 of the Act up to an aggregate sum of Rs. 100 Crores (Rupees One Hundred Crores only), notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee is given along with the investments, loans, inter-corporate deposits, guarantee proposed to be made or given by the Board may exceed limits prescribed under Section 186 of the Act. Also, as required under Section 186 of the Act read along with the Companies (Meeting of the Board and its Powers) Rules, 2014.

The Board accordingly recommends the resolution set out at Item No. 3 for approval by the Members by way of a Special Resolution.

None of the Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

ITEM 4:

Presently, the Registered Office of the Company is situated in Delhi (i.e. in the jurisdiction of Registrar of Companies, Delhi). The Control and Management of the Company has been restructured, the Board of Directors of the Company in its meeting held on Friday, 03rd July, 2026 has recommended to shift the Registered Office of the Company from the State of Delhi (i.e. from the jurisdiction of Registrar of Companies, Delhi I) to State of Rajasthan (.i.e. to the jurisdiction of Registrar of Companies, Jaipur).

Pursuant to the provisions of Section 12, 13, and all other applicable provisions, if any, of the Act read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association (the "MOA") of the Company requires the approval of the members of the Company by means of a Special Resolution and approval of the Central Government (power delegated to Regional Director).

Copy of the Memorandum of Association of the Company will be available for inspection at the registered office of the Company to any member during any working day between 11:00 a.m. and 1:00 p.m.

The proposed change will in no way be detrimental to the interest of any member of public, employees or any other person in any manner whatsoever.

The Board is of the opinion that the aforesaid Resolution vide Item No 4 is in the best interest of the Company and hence, recommends the above resolution for your approval as a special resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

ITEM 5:

The existing Article of Association ("AOA") was based on the Companies Act, 1956 and several clauses / regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some of which are no longer in force. Your Directors considered that the existing Article of Association of the company do not cover new Companies Act, 2013 and latest amendments and it is proposed to amend the existing Article of Association by adopting a new set of Article of Association in the place of the existing Article of Association of the company. In terms of section 14 of the Companies Act, 2013, the consent of the members by way of Special Resolution is required for adoption of new set of Article of Association of the company.

A copy of the proposed set of new Article of Association of the company would be available for inspection at the Registered Office of the company during the office hours on all working days, between 11.00 a.m. and 1.00 p.m.

The board recommends the resolution as set out for members' approval as special resolution.

None of the directors and/or their relatives is in any way concerned or interested in the resolutions except to their shareholding.

ITEM 6:

At the Board meeting held on Friday, May 29, 2026, the Board of Directors of the Company taken the note and put forward the proposal to change the name of the Company from "JMG Corporation Limited" to "Panthaora Limited."

The existing name, *JMG Corporation Limited*, is associated with the erstwhile promoters of the Company. Pursuant to the change in the management and control of the Company, the new promoters have assumed responsibility for the Company's operations and future strategic direction. In view of this transition, the Board believes that it is appropriate to adopt a new corporate identity that reflects the Company's current ownership, management, vision, and long-term business objectives.

The proposed name, *Panthaora Limited*, represents the Company's renewed identity and is expected to establish a distinct corporate brand, free from any association with the previous promoter group. The change of name is intended to better align the Company's identity with its present management and future growth strategy and will not affect any of the existing rights of the shareholders or the Company's legal status.

M/s. Vaibhav Khandelwal And Associates, Chartered Accountants, has certified that the Company has complied with the terms and conditions of the Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. A copy of the certificate is kept for inspection at the Registered Office/Corporate Office of the Company during the business hours.

As a result of change in the name, the clause I of the Memorandum of Association and Articles of Association are also required to be suitably amended.

The Board is of the opinion that the aforesaid Resolution in item no. 6 is in the best interest of the Company and hence, recommends the above resolution for your approval as a special resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

ITEM 7:

The Board of Director, on the recommendation of the Nomination and Remuneration Committee in its meeting held on 27th April, 2026, appointed Mr. Rahul Singh Jadaun [DIN: 11692304] as an Additional Director (Non-Executive Independent Director) of the Company for the first term of five (5) years effective from 27th April, 2026 till 26th April, 2031 pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company and he will hold office up to the date of ensuing Annual General Meeting. Further, the Company has received recommendation from Nomination and Remuneration Committee and a notice in writing under Section 160 of the Act, proposing the candidature of Mr. Rahul Singh Jadaun [DIN: 11692304] for the office of the Independent Director, to be appointed as such, under the provisions of Section 149 of the Act and as per SEBI Listing Regulations.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Rahul Singh Jadaun [DIN: 11692304] as an Independent Director. The Company has received a declaration from Mr. Rahul Singh Jadaun [DIN: 11692304] that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations or any amendment thereto or modification thereof. Further he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. He is not debarred from holding office of Director by virtue of any SEBI Order or any other such authority and his appointment shall not be liable to retire by rotation.

In the opinion of the Board, Mr. Rahul Singh Jadaun [DIN: 11692304] fulfils the conditions specified in the Act, the Rules thereunder and the SEBI Listing Regulations for appointment as an Independent Director and that he is independent of the management of the Company.

The copy of the draft letter of appointment of setting out the terms and conditions of appointment is available for inspection by the Members in electronic mode up to the date of Extra ordinary General Meeting.

Brief profile and other details of Mr. Rahul Singh Jadaun [DIN: 11692304], pursuant to Regulation 36 of the SEBI Listing Regulations read with the Secretarial Standard on General Meetings (SS2), in respect of Directors seeking appointment at the General Meeting, are provided in annexure to Notice as Annexure C.

The Board of Directors recommends the resolution as set out in Item No. 07 of the accompanying notice for the approval of the Members of the Company as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

ITEM 8:

The Board of Director, on the recommendation of the Nomination and Remuneration Committee in its meeting held on 27th April, 2026, appointed Ms. Yashasvi Pareek [DIN: 11692448] as an Additional Director (Non-Executive Independent Director) of the Company for the first term of five (5) years effective from 27th April, 2026 till 26th April, 2031 pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company and she will hold office up to the date of ensuing Annual General Meeting. Further, the Company has received recommendation from Nomination and Remuneration Committee and a notice in writing under Section 160 of the Act, proposing the candidature of Ms. Yashasvi Pareek [DIN: 11692448] for the office of the Independent Director, to be appointed as such, under the provisions of Section 149 of the Act and as per SEBI Listing Regulations.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Yashasvi Pareek [DIN: 11692448] as an Independent Director. The Company has received a declaration from Ms. Yashasvi Pareek [DIN: 11692448] that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations or any amendment thereto or modification thereof. Further she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director. She is not debarred from holding office of Director by virtue of any SEBI Order or any other such authority and her appointment shall not be liable to retire by rotation.

In the opinion of the Board, Ms. Yashasvi Pareek [DIN: 11692448] fulfils the conditions specified in the Act, the Rules thereunder and the SEBI Listing Regulations for appointment as an Independent Director and that she is independent of the management of the Company.

The copy of the draft letter of appointment of setting out the terms and conditions of appointment is available for inspection by the Members in electronic mode up to the date of Extra ordinary General Meeting.

Brief profile and other details of Ms. Yashasvi Pareek [DIN: 11692448], pursuant to Regulation 36 of the SEBI Listing Regulations read with the Secretarial Standard on General Meetings (SS2), in respect of Directors seeking appointment at the General Meeting, are provided in annexure to Notice as Annexure C.

The Board of Directors recommends the resolution as set out in Item No. 08 of the accompanying notice for the approval of the Members of the Company as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

ITEM 9:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 27th April, 2026, appointed Ms. Maya Bairagi (DIN: 10070430) as an Additional Director in the category of Non-Executive Non-Independent Director with effect from 27th April, 2026, pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act"), the Articles of Association of the Company and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

The Company has received from a Member a notice in writing under Section 160 of the Act proposing the candidature of Ms. Maya Bairagi for the office of Director. The Company has also received her consent to act as a Director, a declaration confirming that she is not disqualified from being appointed as a director under Section 164 of the Act and such other declarations, disclosures and confirmations as required under the Act and the SEBI LODR Regulations. Accordingly, the approval of the Members is being sought for the appointment of Ms. Maya Bairagi as a Non-Executive Non-Independent Director of the Company.

In the opinion of the Board, Ms. Maya Bairagi possesses the requisite qualifications, skills, experience and expertise and fulfils the conditions specified under the Act and the SEBI LODR Regulations for her appointment as a Non-Executive Non-Independent Director. The Board believes that her appointment will be in the best interests of the Company.

The information required pursuant to the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and Regulation 36(3) of the SEBI LODR Regulations, relating to Ms. Maya Bairagi, forms part of the Annexure C to this Notice.

Except Ms. Maya Bairagi, being the appointee, and her relatives, to the extent of their shareholding interest, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the Members.

ITEM 10:

The term of Mr. Neerav Bairagi (DIN: 08486843) as Chairman and Managing Director of the Company Appointed as on 27th April, 2026. The Board of Directors on 27th April, 2026, on recommendation of Nomination and Remuneration Committee, has approved appointment of Mr. Neerav Bairagi (DIN: 08486843) as a Chairman and Managing Director of the Company for a period of 5 (Five) years with effect from 27th April, 2026 till 26th April, 2031 on the terms and conditions and remuneration as per Schedule V of the Companies Act, 2013.

Mr. Neerav Bairagi, has been the Chairman and Managing Director of our Company and has more than 11+ years of experience in the Company in textiles, apparel manufacturing, and the gems & jewellery sector. Looking at his past experience and expertise knowledge, the Board of Directors has recommended for his appointment as a Chairman and Managing Director of the Company for a period of 5 (Five) years with effect from 27th April, 2026 till 26th April, 2031. Brief profile and other details of Mr. Neerav Bairagi, pursuant to Regulation 36 of the SEBI Listing Regulations read with the Secretarial Standard on General Meetings (SS-2), in respect of Directors seeking appointment at the General Meeting, are provided in annexure to Notice as Annexure A. The remuneration as set out in the resolution is appropriate in terms of the size of the Company and as compared to persons of his qualifications, cadre, knowledge and experience in the industry. Requisite Information as required pursuant to Schedule V of the Companies Act, 2013 is annexed herewith as a part of Annexure B.

The Board of Directors recommends the resolution as set out in Item No. 9 of the accompanying notice for the approval of the Members of the Company as a Special Resolution.

Except Mr. Neerav Bairagi and his relatives, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

ITEM 11:

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the Audit Committee, even if such transactions are in the ordinary course of business of the concerned Company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies),

exceed(s) Rs. 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

In the financial year 2025-26, the Company, propose to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s),

are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such

arrangements / transactions proposed to be undertaken by the Company, either directly or along with its subsidiary(ies). All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis. The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transactions shall be on arms' length basis and in the ordinary course of business of the Company. Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 is provided herein below:

Sr No.	Particulars	Details of contracts / arrangements / transactions
1	Name of Related Parties	Fashkart Retail
2	Name of the Director or KMP who is related	Mr. Neerav Bairagi , Managing Director of JMG Corporation Limited
3	Nature of relationship [including nature of its interest (financial or otherwise)]	Fashkart Retail is the proprietorship concern of Mr. Neerav Bairagi, Managing Director of JMG Corporation Limited. Accordingly, Fashkart Retail is a related party of the Company under the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4	Monetary Value	The Company proposes to enter into contracts/arrangements with Fashkart Retail for an aggregate value not exceeding ₹25 Crore per annum, as may be required in the ordinary course of business.
5	Nature materials terms and particulars of the Contracts/ arrangements	The Company proposes to enter into contract(s)/arrangement(s) with Fashkart Retail for the purchase of goods/materials in the ordinary course of business, as and when required. The transactions shall be undertaken on arm's length basis and on commercially competitive terms.
6	Any advance paid or received for the contracts/arrangements	Advances, if any, shall be in accordance with normal industry practices, commercial terms, customs and usages.

7	Tenure of contracts / arrangement	FY 26-27
8	The percentage of the JMG Corporation Limited's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Based on the audited turnover of ₹67,50,000 for the financial year 2025-26 , the proposed maximum transaction value of ₹25 Crore represents approximately 3,703.70% of the Company's annual turnover.
9	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments: nature of indebtedness, cost of funds and tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable
10	Justification as to why the RPTs are in the interest of the listed entity	The proposed related party transactions are in the ordinary course of business and on an arm's length basis. The transactions will ensure uninterrupted procurement of quality goods/materials at competitive prices, facilitate timely delivery, maintain continuity of supply, and support the Company's operational requirements and business growth.
11	A copy of the valuation or other external party report, if any such report has been relied upon;	Not applicable as the transactions do not contemplate any valuation.
12	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions will be made available through the registered e-mail address of the shareholders;	Not applicable
13	Percentage of the counter party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	Not applicable
14	Any other information relevant or important for the members to take a decision on the proposed resolution	The terms and conditions, including pricing, shall be determined on an arm's length basis after considering prevailing market prices, quality, specifications, delivery schedules,

		quantity, commercial terms and other relevant business factors. The Audit Committee and the Board of Directors have reviewed the proposed transactions and are satisfied that they are in the best interests of the Company.
--	--	--

The Board of Directors recommends the resolution as set out in Item No. 11 of the accompanying notice for the approval of the Members of the Company as a Special Resolution.

Except Mr. Neerav Bairagi and his relatives, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

**By Order of the Board of Directors
For, JMG CORPORATION LIMITED**

Sd/-

**Place: Delhi
Date:03/07/2026**

**NEHA GUPTA
Company Secretary & Compliance Officer**

Annexure A

Information pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on

General meetings ('SS-2') issued by the Institute of Company Secretaries of India regarding the Director proposed to be re-appointed:

Name of Director	Neerav Bairagi
Director Identification Number	08486843
Date of Birth	30/09/1992
Age as on 27/04/2026	53
Date of first appointment on Board	27/04/2026
Qualification	Graduate
Brief Profile / Experience including expertise in specific functional areas	Mr. Neerav Bairagi, has been the Chairman and Managing Director of our Company and has more than 11+ years of experience in the Company in textiles, apparel manufacturing, and the gems & jewellery sector.
No. of Shares held as on 27 th April, 2026	3710644
Terms and conditions of re-appointment	As per the resolution at Item no. 10 of this Notice read with Explanatory Statement
Directorships held in other companies*	N.A.
Directorship of listed entities from which director has resigned in the past 3 years	Nil
Chairman / Member of the Committees in other Companies**	Nil
Remuneration sought and last drawn	Proposed Remuneration: Up to Rs.4,00,000/- per month. Last Drawn Remuneration: Rs. 4,00,000/-
Number of meetings of the Board attended during the year (2025-26).	Nil
Relationship with other Directors and other Key Managerial Personnel of the Company	Spouse of Maya Bairagi
Note: *Excludes directorships held in Private / Foreign Companies and includes deemed public companies. **The Committee of the Board of Directors includes only Audit committee and Stakeholders Relationship committee as per Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of public companies.	

Annexure B

Requisite Information required to be provided to shareholders of the Company pursuant to Schedule V of the Companies Act, 2013:

I					
General Information					
1.	Nature of industry	Infrastructure, Engineering, Construction, Power Projects, Trading, Consultancy and Manpower Services.			
2.	Date or expected date of commencement of commercial production	Not Applicable			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4.	Financial performance based on given indicators	Year ending 31 March	Sales (Rs. in Lakhs)	PBT (Rs. in Lakhs)	PAT (Rs. in Lakhs)
		2023-24	0.62	0.17	0.17
		2024-25	0.90	0.09	0.08
		2025-26	0.68	-1.07	-1.07
5.	Foreign investments or collaborations, if any.	Not Applicable			
II					
Information about the appointee: Mr. NEERAV BAIRAGI					
1.	Background details	Mr. NEERAV BAIRAGI has been the Chairman and Managing Director of our Company and has more than 11+ years of experience in the Company in textiles, apparel manufacturing, and the gems & jewellery sector.			
2.	Past remuneration	Year ending 31 March, 2026	Remuneration paid (Rs. in Lakhs)		
		NA			
3.	Recognition or awards	Not Applicable			
4.	Job profile and his suitability	Mr. Neerav Bairagi has 11+ years of experience in the Company in textiles, apparel manufacturing, and the gems & jewellery sector.			
5.	Remuneration proposed	<p>The Chairman and Managing Director shall be entitled to a salary of up to Rs. 400000/- per month and shall also be entitled to:</p> <p>I. Group Medical Claim Policy: Entitled for individual with corporate benefit.</p> <p>II. Personal Accident Insurance: The Company will take Personal Accident Insurance of Director.</p> <p>III. Provident fund and superannuation: The Company's contribution towards provident</p>			

		<p>fund and the pension's fund will not be included in the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.</p> <p>IV. Gratuity shall be paid as per Company's rule and will not be included in the computation of the ceiling on perquisites.</p> <p>V. Corporate Mobile Plan.</p> <p>VI. The Company shall reimburse actual traveling expenses incurred by the Chairman and Whole Time Director in connection with the Company's business.</p>
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Compared to the remuneration with respect to the Industry, Companies of similar size as that of the Company and persons holding similar position, the remuneration proposed to be paid to Mr. NEERAV BAIRAGI as Chairman and Managing Director are not adequate. Remuneration for a person of their caliber and position should generally be higher than what are being paid to them.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other Director, if any	Mr. NEERAV BAIRAGI have no other pecuniary relationship directly or indirectly with the Company or with any of the Managerial Personnel of the Company, except to the extent of remuneration and other employment benefits being paid to them as a Chairman and Managing Director of the Company and the holdings in the Company held by them and their relatives and associates or held by the Company(ies), Firm(s) and Trust(s), in which they are interested as a director, member, partner and trustee and further to the extent of dividend, if any, declared and paid by the Company on their respective holdings and such other benefits arising out of such Shareholdings, as a Chairman and Managing Director except Ms. Maya Bairagi.
III	Other information:	
1.	The Management is taking corrective steps to improve margin profile of the Company. The Management is constantly looking for changes in its product portfolio and focus towards higher margin products. The Management has also shifted its concentration towards increase in its manufacturing portfolio, which will give better profitability compared to trading portfolio. Further, the Management is also evaluating various options to control the cost logically to improve profits.	
2.	Steps, as aforesaid, being taken by the Company, would increase the productivity of the Company. The Company continues to undertake constant measures for improvement in its productivity and profits. The Management expects reasonable growth in business, gross revenue and	

	profit of the Company. However, it is difficult to predict profits in the measurable terms, in the present business scenario for the coming years.
--	--

Annexure C

Information pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General meetings ('SS-2') issued by the Institute of Company Secretaries of India regarding the Director proposed to be appointed or re-appointed:

Name of Director	Mr. Rahul Singh Jadaun	Ms. Yashasvi Pareek	Ms. Maya Bairagi
Director Identification Number	11692304	11692448	10070430
Date of Birth	04/03/1999	02/01/2006	24/05/1992
Age as on 27 th April, 2026	27 Year	20 Year	34 Year
Date of first appointment on Board	27/04/2026	27/04/2026	27/04/2026
Qualification	Post-Graduate	Graduate	Secondary
Brief Profile / Experience including expertise in specific functional areas	He is a finance and account professional with over 8 year of experience in accounting financial management, an regulatory Compliance.	A dynamic professional with entrepreneurial experience in establishing and managing two independent clothing ventures. Skilled in handling international client communication and driving business development initiatives. Possesses strong expertise in pricing strategies, cost management, and vendor coordination, ensuring efficient and profitable operations. Known for maintaining process discipline, transparency, and consistent quality standards.	Professional with practical experience in business operations within the textile and apparel sector. Demonstrates hands-on involvement in administrative coordination, production support, and day-to-day operational activities. Known for disciplined execution, reliability, and ability to support business processes across multiple entities.
No. of Shares held as on 27 th April, 2026	Nil	Nil	Nil
Terms and conditions of re-appointment	As per the resolution at Item no. 7 of this Notice read with Explanatory Statement.	As per the resolution at Item no. 8 of this Notice read with Explanatory Statement.	As per the resolution at Item no. 9 of this Notice read with Explanatory Statement.
Directorships held in other companies	N.A.	N.A.	N.A.
Directorship of listed entities from which director has resigned in the past 3 years	N.A.	N.A.	N.A.

Chairman / Member of the Committees in other Companies**	N.A.	N.A.	N.A.
Remuneration sought and last drawn	N.A.	N.A.	N.A.
Number of meetings of the Board attended during the year (2025-26).	N.A.	N.A.	N.A.
Relationship with other Directors and other Key Managerial Personnel of the Company	N.A.	N.A.	Spouse of Mr. NEERAV BAIRAGI
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Rahul Singh Jadaun is a finance and accounts professional with over 8 years of experience in accounting, financial management, and regulatory compliance. Their knowledge, professional expertise, and analytical skills enable them to provide valuable guidance and independent oversight to the Board.	Ms. Yashasvi Pareek is an experienced entrepreneur with expertise in business development, international client management, pricing strategies, cost management, and vendor coordination. Their entrepreneurial experience, strategic outlook, and commitment to transparency and operational excellence enable them to contribute effectively to the Board.	Ms. Maya Bairagi has practical experience in business operations within the textile and apparel sector, with expertise in administrative coordination, production support, and operational management. Their hands-on experience, disciplined approach, and understanding of business processes enable them to contribute effectively to the Board's deliberations
Justification for choosing the appointee for appointment as Independent Director	Mr. Rahul Singh Jadaun possesses over 8 years of experience in finance, accounting, financial management, and regulatory compliance. Their expertise in financial	Ms. Yashasvi Pareek brings valuable entrepreneurial experience, strategic business insight, and expertise in international client management, pricing, and operational excellence.	NA

	oversight, governance, and risk management will strengthen the Board's decision-making process and support the Company in maintaining high standards of corporate governance.	Their independent perspective and business acumen will contribute meaningfully to the Board's strategic discussions and governance responsibilities.	
--	---	--	--

Note:

*Excludes directorships held in Private / Foreign Companies and includes deemed public companies.

*The Committee of the Board of Directors includes only Audit committee and Stakeholders Relationship committee as per Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of public companies.