

MORGAN VENTURES LIMITED

(CIN: L08106DL1986PLC025841)

Registered Office: 37, Ring Road, Lajpat Nagar-IV, New Delhi-110024

Phone: 011-41628143/44, website: www.morganventures.in

Dated: 07.08.2026

To,
The Corporate Relationship Department,
Dept. of Investor Services,
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers
Dalal Street, Fort Mumbai-400001

SCRIP CODE - 526237

Sub: Intimation pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended - Outcome of the Board Meeting held on August 07, 2026

Dear Sir/ Madam,

In furtherance to our intimation dated August 03, 2026, we wish to inform you that the Board of Directors of the Company ("Board"), at its meeting held today, August 07 2026, inter alia, has:

1. Unaudited standalone financial results:

Considered and approved the unaudited standalone financial results of the Company for the first quarter ended June 30, 2026 with limited review report as issued by statutory auditors pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. Reappointment of Mr. Kuldeep Kumar Dhar (DIN 00299386) as Managing Director:

Based on recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company had at their meeting held today reappointed Mr. Kuldeep Kumar Dhar (DIN 00299386) as Managing Director of the Company, not liable to retire by rotation, for a period of 5 (Five) years with effect from August 14, 2026 to August 13, 2031 (both days inclusive), subject to approval of the shareholders of the Company at the ensuing 39th Annual General Meeting of the Company.

3. 39th Annual General Meeting ("AGM"):

The 39th Annual General Meeting of the Company for the financial year ended March 31, 2026, will be held on Wednesday, September 02, 2026. The Notice of AGM covering matters to be considered at the 39th AGM will be sent to the Shareholders within prescribed timelines. (Notice of 39th Annual General Meeting is provided to this letter).

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The meeting of the Board commenced at 03:30 pm and concluded at 05.00 pm. This intimation is also being uploaded on the Company's website at www.morganventures.in

Details with respect to the re-appointment of the Managing Director of the Company, as required under Regulation 30(6) read with Para A (7) of Part A of Schedule III of the SEBI Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July 2023 is provided in Annexure I to this letter.

We request you to kindly take the same on record.

**Thanking You,
Yours Faithfully,
For Morgan Ventures Limited**

**Sriniwas Chandan
CFO, Company Secretary & Compliance Officer
M. No. FCS 12426**

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Annexure- I

Details with respect to the re-appointment of Mr. Kuldeep Kumar Dhar as Managing Director of the Company under Regulation 30(6) read with Para A(7) of Part A of Schedule III of the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD 1/P/CIR/2023/123 dated 13 July 2023

Sr. No.	Particulars	Description
1.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	The Board of Directors has at their meeting today viz. Friday, August 07, 2026, basis recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Mr. Kuldeep Kumar Dhar (DIN 00299386), as Managing Director of the Company, not liable to retire by rotation, for a period of 5 (Five) years with effect August 14, 2026 to August 13, 2031 (both days inclusive), subject to approval of the shareholders of the Company at the ensuing 39th Annual General Meeting of the Company.
2.	Date of appointment/re-appointment/ cessation (as applicable) and term of appointment/re-appointment	Date of Re-appointment – August 14, 2026 Term - 5 Years commencing from August 14, 2026 to August 13, 2031 (both days inclusive)
3.	Brief Profile (in case of appointment)	Mr. Kuldeep Kumar Dhar is Graduate and CA Inter by qualification and is having 5 decade experience in Business Development, Arbitration, Accounts, Legal and Management.
4.	Disclosure of relationships between directors (in case of appointment of a director)	Mr. Kuldeep Kumar Dhar is not related to any other Director of the Company.
5.	Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Limited Circular with ref. no. NSE/CML/2018/ 24, both dated 20 June 2018	Mr. Kuldeep Kumar Dhar is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

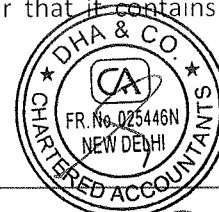
Registered Office: 37, Ring Road, Lajpat Nagar-IV, New Delhi-110024

Independent Auditor's Review Report on the Quarterly Unaudited Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) regulations, 2015, as amended

**Review Report to
The Board of Directors
Morgan Ventures Limited**

1. We have reviewed the accompanying statements of unaudited standalone financial results of Morgan ventures Limited ('the Company'), for the quarter ended June 30, 2026 and year to date from April 1, 2026 to June 30, 2026 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. The Company's Management is responsible for the preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended ("the Act"), read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The Statement has been approved by the Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Delhi | Gurugram | Noida



Other Matter

5. We draw attention to Note 2 of the accompanying financial result, which involves legal matter on land held as Fixed Assets by the Company. As disclosed in the note, the Maharashtra Industrial Development Corporation (MIDC), a Government of Maharashtra Undertaking, has issued a notice dated August 31, 2024, revoking the lease rights originally granted under a lease agreement dated July 15, 1980. The said notice pertains to land plots E-18, E-19, E-29, and E-30 located in the Chikalthana Industrial Area, Maharashtra, aggregating to approximately 76,483 square meters.

The Company has filed a writ petition before the Hon'ble Bombay High Court, Aurangabad Bench, challenging the said revocation and seeking to restrain MIDC from taking physical possession. The Court has, as of the date of this report, permitted MIDC to take only symbolic possession of the said plots, with physical possession remaining with the Company until the final order is passed.

The said land is recorded in the Company's books as Fixed Assets and valued at ₹20.02 crore as at the balance sheet date. Management has represented that, in their view, the carrying value of the land does not require any adjustment at this stage, based on the interim relief granted by the Court. However, the ultimate outcome of the matter is presently uncertain and dependent on the final adjudication by the Court. Based on legal assessment, the management is confident of favourable outcome of aforesaid matter and accordingly no adjustments have been made to the accompanying standalone financial results.

For D H A & Co.

CHARTERED ACCOUNTANTS

(ICAI Firm Registration No. 025446N)

Mohan Kumar

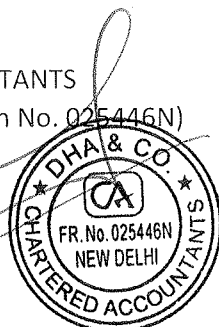
PARTNER

Membership No. 530106

Place: Noida

UDIN: 26530106FVNOOT1110

Date: 07.08.2026



MORGAN VENTURES LIMITED
CIN : L08106DL1986PLC025841
Regd. Office : 37, Ring Road, Lajpat Nagar - IV, New Delhi-110024.
Unaudited Financial Results for the Quarter ended 30th June, 2026

(Rs. In Lakhs)

Sl.No.	Particulars	Quarter Ended			Year Ended
		30.06.2026 (Unaudited)	31.03.2026 (Audited)	30.06.2025 (Unaudited)	31.03.2026 (Audited)
	Income				
1	(a) Revenue from operations				
	i) Fees Income	0.00	0.00	0.00	0.00
	ii) Investment Income	75.74	166.95	278.42	824.12
	iii) Net Gain from fair value changes of investments	209.70	1099.34	274.11	2241.16
	(b) Other Income	0.00	0.00	0.00	0.00
	Total Income	285.44	1266.29	552.53	3065.28
2	Expenditure				
	a) (Increase)/Decrease in Stock in Trade	0.00	0.00	0.00	0.00
	b) Purchase of Securities	0.00	0.00	0.00	0.00
	c) Purchase of Traded Goods	0.00	0.00	0.00	0.00
	d) Employee Cost	4.63	5.19	3.19	17.58
	e) Depreciation & Amortisation Exps.	0.01	0.01	0.01	0.02
	f) Net Loss from fair value changes of investments	0.00	0.00	0.00	0.00
	g) Other Expenditure				
	i) Fees and Subscriptions	0.95	0.97	0.88	3.98
	ii) Audit Fee	0.00	1.94	0.00	1.94
	iii) Certification & Professional Charges	0.00	0.73	1.75	6.56
	iv) Director Sitting Fee	0.33	0.40	0.33	1.45
	v) Postage expenses	0.00	0.00	0.00	0.00
	vi) Management Expenses (IIFL)	155.00	336.26	195.45	531.70
	vii) Interest paid on Loan	441.95	427.72	275.64	1634.83
	viii) CSR Expenses	0.00	22.02	0.00	22.02
	ix) Balance written off	0.00	0.00	0.00	0.00
	x) Other Misc Expenses	1.37	3.67	8.89	14.92
	Total Other Expenses	599.60	793.71	482.94	2217.40
	Total Expenses	604.24	798.91	486.14	2235.00
3	Profit(+)/Loss(-) from Operations before Exceptional Items (1-2)	-318.80	467.38	66.39	830.28
4	Exceptional Items	0.00	0.00	0.00	0.00
5	Profit (+)/ Loss (-) from ordinary Activities before tax (3-4)	-318.80	467.38	66.39	830.28
6	Provision for Taxation				
	a) Income Tax	0.00	220.90	0.00	220.90
	b) Deferred Tax Assets (-)/Liability(+)	-84.69	-24.07	-33.98	160.33
7	Total Tax Expenses	-84.69	196.83	-33.98	381.23
8	Net Profit (+)/Loss(-) from Ordinary Activities after tax (5-7)	-234.11	270.55	100.37	449.05
9	Adjustment relating to earlier years	0.00	0.00	4.21	34.61
10	Net Profit (+)/Loss(-) for the period (8-9)	-234.11	270.55	104.58	414.44
11	Profit (loss) from discontinued operations before Tax	0.00	0.00	0.00	0.00
12	Tax Expenses of discontinued Operations	0.00	0.00	0.00	0.00
13	Net Profit (+)/Loss(-) for the period (8-9)	-234.11	270.55	104.58	414.44
14	Share of Profit (Loss) of associates and Joint ventures accounted for using equity method	0.00	0.00	0.00	0.00
15	Net Profit (+)/Loss(-) for the period (13-14)	-234.11	270.55	104.58	414.44
16	Other comprehensive income net of taxes	0.00	0.00	0.00	0.00
17	Total Comprehensive income for the period	0.00	0.00	0.00	0.00
18	Total Profit or loss attributable to	0.00	0.00	0.00	0.00
	Profit or loss, attributable to owners of parent	0.00	0.00	0.00	0.00
	Total Profit or loss, attributable to non-controlling interests	0.00	0.00	0.00	0.00
19	Total Comprehensive income for the period attributable to	0.00	0.00	0.00	0.00
	Comprehensive income for the period attributable to owners of parent	0.00	0.00	0.00	0.00
	Total comprehensive income for the period attributable to owners of parent non-controlling interests	0.00	0.00	0.00	0.00
20	Details of equity shares capital				
	Paid-up equity share capital (Face Value : Rs. 10 each)	994.93	994.93	994.93	994.93
	Face value of equity share capital	10.00	10.00	10.00	10.00
21	Reserves excluding Revaluation Reserves	7762.61	8350.47	8040.61	8350.47
22	Earning Per Share (EPS)				
	i) Earnings per equity share for continuing operations				
	a) Basic earnings per share from continuing operations	-2.37	2.73	1.06	4.19
	b) Diluted earnings per shares from continuing operations	-2.37	2.73	1.06	4.19
23	Debt equity ratio	2.32	2.09	1.88	2.10
24	Debt service coverage ratio	0.28	2.10	1.24	1.51
25	Interest service coverage ratio	0.28	2.10	1.24	1.51

Note :

- The above unaudited standalone financial results for the quarter ended 30th June 2026 were reviewed by the Audit Committee of the Board and approved by the Board of Directors of the Company in its meeting held on 07th August, 2026.
- The Company has filed a writ petition before the Hon'ble Bombay High Court, Aurangabad Bench against MIDC, challenging the revocation of lease rights of its Aurangabad Plot and seeking to restrain MIDC from taking physical possession. The Court has, as of this date, permitted MIDC to take only symbolic possession of the said plots, with physical possession remaining with the Company until the final order is passed.
- No complaint was received during the Quarter ended 30th June, 2026 and there was no complaint pending at the end of Quarter ended 30th June, 2026.
- Previous Period figures have been regrouped/rearranged wherever necessary.



For Morgan Ventures Limited

Kuldeep Kumar Dhar
(Kuldeep Kumar Dhar)
Managing Director
DIN: 00299386

Date : 07.08.2026
Place : New Delhi

Segmentwise Revenue, Results and Capital Employed.
(Rs. In Lakhs)

Particulars	Quarter Ended		Year Ended	
	30.06.2026 (Unaudited)	31.03.2026 (Audited)	30.06.2025 (Unaudited)	31.03.2026 (Audited)
Segment Revenue				
Trading on capital Equipments	0.00	0.00	0.00	0.00
Fee Based Activities	0.00	0.00	0.00	0.00
Fund Based Activities	0.00	0.00	0.00	0.00
Investments	285.44	1266.29	552.53	3065.28
Total Segment Revenue	285.44	1266.29	552.53	3065.28
Less : Inter Segment Revenue	0.00	0.00	0.00	0.00
Net Sales/Income form Operations	285.44	1266.29	552.53	3065.28
Segment Results				
(Profit before Interest and Tax)				
Trading on capital Equipments	0.00	0.00	0.00	0.00
Fee Based Activities	0.00	0.00	0.00	0.00
Fund Based Activities	-3.47	-29.27	-6.02	-34.22
Investments	126.62	924.12	348.42	2500.14
Total Segment Results	123.15	894.85	342.40	2465.92
Less : Interest Expense	441.95	427.72	275.64	1634.83
Less : Unallocable Expenditure	0.00	-0.25	0.37	0.81
Total Profit Before Tax	-318.80	467.38	66.39	830.28
Capital Employed (Segment Assets less Segment Liabilities)				
Capital Equipments	0.00	0.00	0.00	0.00
Fee Based Activities	0.00	0.00	0.00	0.00
Fund Based Activities	-721.13	13.36	444.94	13.36
Investments	8976.17	8896.99	7961.22	8896.99
Total Capital Employed in Segments	8255.04	8910.35	8406.16	8910.35
Add : Unallocable Corporate Assets	502.51	435.05	629.39	435.05
Total Capital Employed in the Company	8757.55	9345.40	9035.55	9345.40
Segment Liabilities				
Trading on capital Equipments	0.00	0.00	0.00	0.00
Fee Based Activities	0.00	0.00	0.00	0.00
Fund Based Activities	814.98	4.57	2.38	4.57
Investments	20462.03	20237.21	17313.74	20237.21
Total Segment Liabilities	21277.01	20241.78	17316.12	20241.78
Un-allocable Liabilities	1509.29	1576.75	1382.43	1576.75
Net Segment Liabilities	22786.30	21818.53	18698.55	21818.53

Notes :

1. Segments have been identified in line with the Indian Accounting Standards on Segment Reporting.
2. Segment Revenue, Results and Capital Employed figures include the respective amounts identifiable to each of the segments.
Unallocable expenditure includes expenses incurred at a corporate level which relate to the company as a whole.



NOTICE OF 39TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 39TH (THIRTY NINE) ANNUAL GENERAL MEETING OF MORGAN VENTURES LIMITED WILL BE HELD ON 02ND SEPTEMBER, 2026, WEDNESDAY AT 11:00 AM THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS (OAVM) FOR WHICH PURPOSE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 37, RING ROAD, LAJPAT NAGAR – IV, NEW DELHI 110024 SHALL BE DEEMED AS THE VENUE FOR THE MEETING AND THE PROCEEDINGS OF THE AGM SHALL BE DEEMED TO BE MADE THEREAT, TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2026, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Madhu (DIN: 09065199), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

3. **RE-APPOINTMENT OF MR. SANJIV BANSAL (DIN 00417480) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR SECOND TERM**

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, 152 and other applicable provisions of the Companies Act, 2013 ('Act'), if any, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors), Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, and the Articles of Association of the Company, as well as based on the recommendation of the Nomination and Remuneration Committee, Mr. Sanjiv Bansal (DIN 00417480), who was appointed as an Independent Director of the Company at the 34th Annual General Meeting of the Company for a period of five years i.e. from June 17, 2021 to June 16, 2026 (both days inclusive), and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re appointed as an Independent Director of the Company, to hold office for the second consecutive term of five years i.e. from June 17, 2026 to June 16, 2031 (both days inclusive), not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Sanjiv Bansal shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive, Independent Director under the Act and SEBI Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised 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.”

4. **RE-APPOINTMENT OF MR. KULDEEP KUMAR DHAR (DIN 00299386), AS MANAGING DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 ('Act') read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and other applicable provisions of the Act and in terms Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to re-appointment of Mr. Kuldeep Kumar Dhar (DIN 00299386) as Managing Director of the Company for a

period of five (5) years, with effect from August 14, 2026, on such terms and conditions as may be mutually agreed with Nomination and Remuneration Committee and Board.

RESOLVED FURTHER THAT Mr. Kuldeep Kumar Dhar (DIN 00299386) shall not be liable to retire by rotation within the meaning of Section 152 of the Companies Act, 2013.

RESOLVED FURTHER THAT Any Directors, Company Secretary and Chief Financial Officer of the Company be and are hereby severally authorized to file such requisite application, representation, documents, e-forms as may be required and to do all such acts, deeds and things as may be deemed necessary for the purpose of giving effect to this resolution."

5. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. MORGAN SECURITIES & CREDITS PRIVATE LIMITED

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 Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["Listing Regulations"], including any amendment, modification, variation or re-enactment thereof and upon the recommendation/ approval of Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board' term shall be deemed to include the Audit Committee and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) for entering into/ ratifying and/ or carrying out, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) with M/S. MORGAN SECURITIES & CREDITS PRIVATE LIMITED, a related party of the Company, as specified in the explanatory statement, whether by way of entering into new contract(s) / agreement(s) / arrangement(s) / transaction(s) or renewal(s) or continuation or extension(s) or modification(s) of earlier contract(s) / agreement(s) / arrangement(s) / transaction(s) or otherwise on such terms and conditions as the Board may deem fit, for the financial year 2026- 27, in excess of ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company during such financial year.

RESOLVED FURTHER THAT the Board of the Company 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 powers herein conferred to, without being required to seek further on sent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution."

6. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. PEACOCK CHEMICALS PRIVATE LIMITED

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 Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["Listing Regulations"], including any amendment, modification, variation or re-enactment thereof and upon the recommendation/ approval of Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board' term shall be deemed to include the Audit Committee and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) for entering into/ ratifying and/ or carrying out, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) with M/S. PEACOCK CHEMICALS PRIVATE LIMITED, a related party of the Company, as specified in the explanatory statement, whether

by way of entering into new contract(s) / agreement(s) / arrangement(s) / transaction(s) or renewal(s) or continuation or extension(s) or modification(s) of earlier contract(s) / agreement(s) / arrangement(s) / transaction(s) or otherwise on such terms and conditions as the Board may deem fit, for the financial year 2026- 27, in excess of ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company during such financial year.

RESOLVED FURTHER THAT the Board of the Company 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 powers herein conferred to, without being required to seek further on sent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution."

**By Order of the Board
For Morgan Ventures Limited**

**Sd/-
Srinivas Chandan
Company Secretary and CFO
Membership No. F12426**

Delhi, August 7, 2026

Registered Office:

37, Ring Road, Lajpat Nagar – IV,
New Delhi 110024
CIN – L08106DL1986PLC025841
Website: www.morganventures.in
Email: secretarial@goyalgroup.com

NOTES

1. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular dated September 22, 2025 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the Company.
2. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.

5. Corporate Members are encouraged to attend the AGM through their Authorized Representatives. They are requested to send by email, a certified copy of the Board Resolution/ Power of Attorney authorizing their representatives to attend and vote on their behalf in the Meeting at secretarial@goyalgroup.com.
6. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
7. The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. In compliance with the above circulars, electronic copies of the Notice of the AGM along with the Integrated Annual Report for the Financial Year 2025-26 is being sent to all the shareholders whose email addresses are registered/ available with the Company/ Depository Participants as on the cut-off date of 23rd May, 2025, Friday. The Notice has also been uploaded on the website of the Company in the Investor Relations Section under Financials in the Annual Reports tab. The complete Integrated Annual Report is also available in the same section. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. Further, in terms of SEBI Listing Obligations and Disclosure Requirements (Third Amendment) Regulations, 2024 for those shareholders whose email id is not registered, a letter providing the web-link, including the exact path where complete details of the Annual Report are available, will be sent at their registered address. However, the Shareholders of the Company may request physical copy of the Notice and Integrated Annual Report from the Company by sending a request at secretarial@goyalgroup.com, in case they wish to obtain the same.
9. This AGM has been convened through VC/ OAVM in compliance with applicable provisions of the Companies Act, 2013 read with the MCA Circular No. 14/2020 dated 08th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020, MCA Circular No. 20/2020 dated 05th May, 2020, MCA Circular No. 2/2021 dated 13th January, 2021, MCA Circular No. 19/2021 dated 08th December, 2021, MCA Circular No. 21/2021 dated 14th December, 2021, MCA Circular No. 03/2022 dated 05th May, 2022, MCA Circular Nos. 10/2022, 11/2022 dated 28th December, 2022, followed by MCA Circular Nos. 09/2023 dated 25th September, 2023 and 09/2024 dated 19th September, 2024.
10. All documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by writing to the Company at its email ID secretarial@goyalgroup.com till the date of AGM. Further, Shareholders may also write to the Company at its mailing id secretarial@goyalgroup.com for inspection of any statutory register/ documents required to be placed at the time of AGM of the Company.
11. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so that the information is made available by the management at the day of the meeting.
12. The Register of Members and Share Transfer Register will remain closed from 27th August, 2026, Thursday to 02nd September, 2026, Wednesday (both days inclusive).
13. (i) SEBI vide its Circular, mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from 1st April, 2024, upon their furnishing all the aforesaid details in entirety.
Further, any service requests or complaints received from the member, are not processed by RTA till the aforesaid details/ documents are provided to RTA.
SEBI has introduced Form ISR - 1 along with other relevant forms to lodge any request for registering PAN, KYC details or any change/ updation thereof.
Members may also note that SEBI vide its Circular dated 25th January, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4.
Relevant details and forms prescribed by SEBI in this regard including the mode of despatch are available on the website of the RTA at <https://www.skylinerta.com>, for information and use by the Shareholders. You are requested to kindly take note of the same and update your particulars timely.
- (ii) Members who are holding shares in Demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants.

14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
15. Pursuant to the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Corporate Governance, the information about the Directors proposed to be appointed/ re-appointed at the Annual General Meeting is given in the Annexure to the Notice.
16. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, Shareholders can avail facility to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH.13, which is available on the website of the Company.
17. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 08th December, 2021, 14th December, 2021, 5th May, 2022, 28th December, 2022, 25th September, 2023 and 19th September, 2024, the Company is providing facility for voting by electronic means for all its Members to enable them to cast their vote electronically and the business may be transacted through such e-Voting.

A member may exercise his/ her vote at the General Meeting by electronic means and the Company may pass any resolution by electronic voting system in accordance with the provisions of the aforesaid Rule. 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 day of the AGM will be provided by NSDL. The Members attending the AGM who have not already cast their vote by remote e-Voting shall be able to exercise their right at the meeting. The Members who have cast their vote by remote e-Voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again. Members may contact Shri Srinivas Chandan, Company Secretary, for any grievances connected with electronic means at secretarial@goyalgroup.com, Tel. # 011-41628143.

18. The remote e-Voting period commences on 29th August, 2026, Saturday (9:00 am) and ends on 01st September, 2026, Tuesday (5:00 pm).
 - a. Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 26th August, 2026, Wednesday may opt for remote e-Voting and cast their vote electronically.
 - b. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-Voting or e-Voting at the Meeting.
 - c. Any person, who acquires shares of the Company and becomes member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 26th August, 2026 may obtain the login ID and password by sending an email to evoting@nsdl.com or secretarial@goyalgroup.com by mentioning their Folio No./ DP ID and Client ID No. However, if you are already registered with NSDL for e-Voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on www.evoting.nsdl.com.
 - d. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
 - e. Member may participate in the AGM even after exercising his right to vote through remote e-Voting but shall not be allowed to vote again.
 - f. At the end of remote e-Voting period, the facility shall forthwith be blocked.
19. The Board vide its Resolution passed on 07th August, 2026 has appointed M/s Pardeep Ishwar Singh & Co., Practicing Chartered Accountants (Membership No. 522894), as Scrutinizer for conducting the e-Voting process in accordance with the law and in a fair and transparent manner.
 The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting and e-Voting on the date of the AGM, in the presence of at least two witnesses not in the employment of the Company and make, not later than 2 working days of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.
 The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.morganventures.in and on the website of NSDL immediately after the declaration of Result by the

Chairman or any person authorized by him in writing. The results shall also be forwarded to the stock exchanges where the shares of the Company are listed.

20. SEBI vide its Circulars issued during 2023, established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. The regulatory norms regarding the same were consolidated vide SEBI Master Circular dated 11th August, 2023. Pursuant to the same, investors shall first take up a grievance with the Company directly, escalate the same through the SCORES Portal and if still not satisfied with the outcome after exhausting all available options, investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.

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

The remote e-voting period begins on Saturday, 29th August, 2026 at 09:00 A.M. and ends on Tuesday, 01st September, 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. 26th August, 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 26th August, 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.	- For OTP based login you can click on https://eservices.nsdl.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 or joining virtual meeting & voting during the meeting. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under

	'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. 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. 2. 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. 3. 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.
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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 pardeep_may1988@yahoo.co.in 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 evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@goyalgroup.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (secretarial@goyalgroup.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **[Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode](#)**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.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 AGM ARE AS UNDER:-

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" 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 secretarial@goyalgroup.com. The same will be replied by the company suitably.
6. The Members who wish to speak at the meeting need to register themselves as a speaker by sending an e-mail from their registered e-mail ID mentioning their name, DP ID and Client ID/Folio number and Mobile number, on e-mail ID, secretarial@goyalgroup.com from 9:00 a.m. on Friday, 21st August, 2026 till 5:00 p.m. on Wednesday, 26th August, 2026. Depending on the availability of time, the Company reserves the right to restrict the number of speakers at the meeting.

**By Order of the Board
For Morgan Ventures Limited**

**Sd-
Srinivas Chandan
Company Secretary and CFO
Membership No. F12426**

Delhi, August 07, 2026

Registered Office:

37, Ring Road, Lajpat Nagar – IV,
New Delhi 110024
CIN – L08106DL1986PLC025841
Website: www.morganventures.in
Email: secretarial@goyalgroup.com

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

ITEM NO. 3

To approve the re-appointment and remuneration of Mr. Sanjiv Bansal (DIN 00417480), as Independent Director of the Company:

Mr. Sanjiv Bansal was appointed as a Non-Executive Independent Director of the Company for a term of five years, i.e., from June 17, 2021 to June 16, 2026 (both days inclusive). While considering the proposal for re-appointment of Mr. Sanjiv Bansal as an Independent Director of the Company, the Nomination and Remuneration Committee of the Company took note of the positive outcome of his performance evaluation. It also took note of the significant contributions by Mr. Sanjiv Bansal to the discussions of the Board and the Committees of which he is a member, which in turn enhanced the value of such discussions.

Further, it also took note of the knowledge, acumen, expertise, experience and consistent time commitment of Mr. Sanjiv Bansal towards Board and Committee meetings held during his tenure. Based on the above factors, the NRC recommended to the Board the re-appointment of Mr. Sanjiv Bansal as an Independent Director of the Company. The Board, based upon the recommendation of the NRC, outcome of the performance evaluation and subject to the approval of the Members, has approved the re-appointment of Mr. Sanjiv Bansal (DIN 00417480) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years, i.e., from June 17, 2026 to June 16, 2031 (both days inclusive).

Mr. Sanjiv Bansal has given his declaration to the Board, inter alia, that

- (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations,
- (ii) he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs and
- (iii) he is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board, Mr. Sanjiv Bansal is a person of integrity, possesses relevant expertise / experience and fulfils the conditions specified in the Act and the SEBI Listing Regulations for re appointment as an Independent Director and he is independent of the management.

The profile and specific areas of expertise of Mr. Sanjiv Bansal are provided as Annexure to this Notice.

Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board firmly believes that the expertise and the experience that Mr. Sanjiv Bansal brings to the Board deliberations would be of significant value in Company's transformational journey and would make his continued association as an Independent Director of immense benefit to the Company.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the re-appointment of Mr. Sanjiv Bansal as an Independent Director in the interest of the Company and recommends the Special Resolution as set out at Item No. 3 for approval of Members.

ITEM NO. 4

To approve the re-appointment and remuneration of Mr. Kuldeep Kumar Dhar (DIN 00299386), as Managing Director of the Company:

As the Members are aware that at the 34th Annual General Meeting held on September 14, 2021, Mr. Kuldeep Kumar Dhar was appointed as Managing Director of the Company for a term of 5 years with effect from August 14, 2021.

As per terms of appointment, the current tenure of Mr. Kuldeep Kumar Dhar as Managing Director is due for completion on August 13, 2021. Hence, on recommendations of Nomination and Remuneration Committee (NRC), the Board of Directors in its meeting held on August 07, 2026, have approved the re-appointment of Mr. Kuldeep Kumar Dhar as Managing Director of the Company with effect from August 14, 2026, for a further term of five (5) years from the expiry of his current tenure, subject to approval by the members of the Company in this AGM.

Mr. Kuldeep Kumar Dhar had conveyed his willingness to the Nomination and Remuneration Committee on his re-appointment.

As the Managing Director of the Company, Mr. Kuldeep Kumar Dhar is involved in mentoring the leadership team, overseeing the business strategies on various aspects of operations, business development, expansion and diversification plans. He has around five decades of experience in business Development and has played a significant role in growth of the Company.

Except above, none of the other Directors and Key Managerial Personnel and their relatives are, in any way, whether financially or otherwise, concerned or interested in the said Resolution.

Mr. Kuldeep Kumar Dhar is one of the Key Managerial Personnel ("KMP") pursuant to Section 203 of the Companies Act, 2013 and will not be liable to retire by rotation pursuant to Section 152 of the Act.

Mr. Kuldeep Kumar Dhar has confirmed that he is not disqualified from being re-appointed as Director in terms of the provisions of Section 164(1) and (2) of the Act. He has provided his consent for re-appointment and has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any such authority, pursuant to circulars dated June 20, 2018 issued by the BSE Limited and the National Stock Exchange of India Limited, pertaining to the enforcement of SEBI orders regarding the appointment of Directors by the listed companies.

The other requisite details about Mr. Kuldeep Kumar Dhar are provided in 'Annexure-A' to the Notice. The Board of Directors recommend the passing of the Resolution as set out at Item No. 4 as a Special Resolution.

ITEM NO(S). 5 AND 6

The members of the Company are hereby apprised that the Securities and Exchange Board of India ("SEBI"), vide its notification dated November 09, 2021, has amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). As per the new threshold, all related party transactions in excess of ₹ 1000 crores (Rupees One thousand crores) or 10% (ten per cent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity shall be deemed to be Material Related Party Transaction and shall require prior approval of members of the listed entity. Such approval shall be required even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Since, such transactions is supposed to exceed the threshold limit of 10% during the FY 2026-27, therefore the approval of members is being sought as required under Regulation 23 of the Listing Regulations. The details of such transactions are provided below:

Name of Related Party	Nature of Transaction	Pricing Criteria	Maximum amount of transaction for which approval is sought	Period of Transaction	Transaction carried during FY 2026-2027 till date
Morgan Securities & Credits Private Limited	(i) Loans and Advances (short term, long term, secured, unsecured)/ Inter Corporate Deposits) – Given/ Availed (ii) Availing and Rendering of Services (iii) Investments	On Arm's Length basis	₹ 200 Crores	For the Financial Year 2026-2027	₹ 40 Lakhs
Peacock Chemicals Private Limited	(i) Loans and Advances (short term, long term, secured, unsecured)/ Inter Corporate Deposits) – Given/ Availed (ii) Availing and Rendering of Services (iii) Investments	On Arm's Length basis	₹ 200 Crores	For the Financial Year 2026-2027	₹ 36 Lakhs

The aforesaid Related Party Transactions do not fall under the purview of Section 188 of the Companies Act, 2013 being in the ordinary course of business and at arms' length. However, the same are covered under the provisions of Regulation 23 of the SEBI Listing Regulations and accordingly the approval of the Shareholders is sought by way of Ordinary Resolution.

Notes:

1. Taxes, if any, in relation to the above transactions shall be paid on actual basis.
2. All such related party transactions entered by the Company are related to the day to day business operations of the Company and essential for its activities.

3. So far as pricing is concerned, all the transactions meets the arm's length criteria. In case Valuation Report from the Independent valuer or external party in relation with the aforesaid transactions will taken as and where applicable and will be placed before the Audit Committee or Board.

Justification:

1. Morgan Securities & Credits Private Limited main object to provided finances and making investments. Being the Group Company of Morgan Ventures Limited under the significant influence of Key Managerial Personnels. The Company is desirous of entering into related party transaction with it in the Ordinary course of business and on arms Length basis.

S. No.	Name of the Related Party	Nature of Concern or Interest
1.	Morgan Securities & Credits Private Limited	Significant influence of Key Managerial Personnels

2. Peacock Chemicals Private Limited main object to engage in industrial gases business. Being the Group Company of Morgan Ventures Limited under the significant influence of Key Managerial Personnels. The Company is desirous of entering into related party transaction with it in the Ordinary course of business and on arms Length basis.

S. No.	Name of the Related Party	Nature of Concern or Interest
1.	Peacock Chemicals Private Limited	Significant influence of Key Managerial Personnels

Further, in terms of applicable SEBI Circulars the members are requested to take note of the additional information:

S. No.	Particulars	Transactions															
1.	The percentage of the Company annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The value of proposed transactions with MORGAN SECURITIES & CREDITS PRIVATE LIMITED during the FY 2026-27 is 652 % of the annual turnover of the Company for the FY 2025-26. The value of proposed transactions with PEACOCK CHEMICALS PRIVATE LIMITED during the FY 2026-27 is 652 % of the annual turnover of the Company for the FY 2025-26.															
2.	If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the Company - The Information pertaining to Loans and Advances provided by the Company.	<table> <tr> <th>Particulars</th><th>Loans or Advances to be availed by the Company from Related Parties</th><th>Loans or Advances to be given by the Company to Related Parties</th></tr> <tr> <td>Interest Rate</td><td>8-10 %</td><td>8-10 %</td></tr> <tr> <td>Tenure</td><td>Tenure upto 3 years</td><td>Tenure upto 3 years</td></tr> <tr> <td>Repayment</td><td>Generally Bullet</td><td>Generally Bullet</td></tr> <tr> <td>Security</td><td>Generally Unsecured</td><td>Generally Unsecured</td></tr> </table>	Particulars	Loans or Advances to be availed by the Company from Related Parties	Loans or Advances to be given by the Company to Related Parties	Interest Rate	8-10 %	8-10 %	Tenure	Tenure upto 3 years	Tenure upto 3 years	Repayment	Generally Bullet	Generally Bullet	Security	Generally Unsecured	Generally Unsecured
Particulars	Loans or Advances to be availed by the Company from Related Parties	Loans or Advances to be given by the Company to Related Parties															
Interest Rate	8-10 %	8-10 %															
Tenure	Tenure upto 3 years	Tenure upto 3 years															
Repayment	Generally Bullet	Generally Bullet															
Security	Generally Unsecured	Generally Unsecured															
3.	Justification as to why the RPT is in the interest of the Company	The transactions to be entered by the Company with their Related Parties are in the Ordinary course of business and are on an arm's length basis. It is further ensured that the transactions with Related Parties are conducted as if it is with an unrelated parties, so that there is no conflict of interest.															

None of the Director and Key Managerial Personnel and their relatives are deemed to be concerned or interested, financially or otherwise, in the resolution at Item no. 5 and 6 of the accompanying notice.

The Board recommends the resolutions at Item no. 5 and 6 to be passed as a Special Resolution(s).

The Members may please note that in terms of the provisions of the Listing Regulations, all the related party (ies) shall abstain from voting in favour of the resolutions under Item No. 5 and 6.

**By Order of the Board
For Morgan Ventures Limited**

**Sd/-
Srinivas Chandan
Company Secretary and CFO
Membership No. F12426**

Delhi, August 07, 2026

Registered Office:

37, Ring Road, Lajpat Nagar – IV,
New Delhi 110024
CIN – L08106DL1986PLC025841
Website: www.morganventures.in
Email: secretarial@goyalgroup.com

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED IS FURNISHED BELOW:

Mrs. Madhu

DIN	09065199
Date of First Appointment to the Board	12.02.2021
Age	56
Qualification	Graduate
Experience (including expertise in specific functional area)	Mrs. Madhu is having vast experience in administration of affairs of Company
Terms and Conditions of Re-appointment	On such Terms and Conditions as mutually agreed with NRC and Board.
Remuneration Last Drawn	NIL
Remuneration Proposed to be paid	NIL
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2026	NIL
Relationship with other Directors/ Key Managerial Personnel	NIL
Number of meetings of Board attended	6
Directorship of other Boards as on March 31, 2026	NIL
Membership/ Chairmanship of Statutory Committees of other Boards as on March 31, 2026	NIL
Listed entities from which the Director has resigned in the past three years	NIL

Mr. Sanjiv Bansal

DIN	00417480
Date of First Appointment to the Board	17.06.2021
Age	67
Qualification	MBBS (Doctor)
Experience (including expertise in specific functional area)	Dr. Sanjiv Bansal is Physician doctor by profession having completed his education from University of Mysore and have experience in diagnosing and managing wide range of Medical Conditions. He also own Bansal Hospitals in delhi and had Directorship in various Companies and Management experience.
Terms and Conditions of Re-appointment	Re Appointment is made for the period of 5 years w.e.f. 17.06.2026 on such Terms and Conditions as mutually agreed with NRC and Board.
Remuneration Last Drawn	NIL except sitting fees withdraw during the year
Remuneration Proposed to be paid	NIL except sitting fees to be withdraw during the year
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2026	NIL
Relationship with other Directors/ Key Managerial Personnel	NIL
Number of meetings of Board attended	6
Directorship of other Boards as on March 31, 2026	1. Namedi Hospitals Private Limited 2. Khandwa Biotech Private Limited 3. Gainhigh Capital Investments Private Limited 4. Bansal Hospital and Research Centre Private Limited 5. Namedi Food Private Limited
Membership/ Chairmanship of Statutory Committees of other Boards as on March 31, 2026	NIL
Listed entities from which the Director has resigned in the past three years	NIL

Mr. Kuldeep Kumar Dhar

DIN	00299386
Date of First Appointment to the Board	14.08.2021
Age	73
Qualification	CA Intermediate
Experience (including expertise in specific functional area)	Mr. Kuldeep Kumar Dhar is having 5 decade experience in Business Development and Management.
Terms and Conditions of Re-appointment	Re Appointment is made for the period of 5 years w.e.f. 14.08.2026 on such Terms and Conditions as mutually agreed with NRC and Board.
Remuneration Last Drawn	NIL
Remuneration Proposed to be paid	NIL
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2026	NIL
Relationship with other Directors/ Key Managerial Personnel	NIL
Number of meetings of Board attended	6
Directorship of other Boards as on March 31, 2026	1. Morgan Signature Towers Private Limited 2. Morgan Towers Private Limited 3. Yamuna Infratech Private Limited 4. Moran Real Infratech Planners Private Limited 5. Decent Real Estate Projects Private Limited 6. Morgan Super Build Structure Private Limited 7. Morgan Capital Investments Private Limited 8. Live Life Infratech Private Limited 9. Yamuna Land Infra Private Limited 10. Poysha AIR Products Private Limited 11. Faridabad Implements Private Limited 12. Poysha Electric Supply Company Private Limited
Membership/ Chairmanship of Statutory Committees of other Boards as on March 31, 2026	NIL
Listed entities from which the Director has resigned in the past three years	NIL