

October 14, 2026

To,
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001
BSE Code: 543921

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir/Madam,

In terms of the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith the copy of the postal ballot notice ("Notice") seeking approval of the members of the Company by way of special resolution through postal ballot (only through e-voting) for the following matter:

1. Issuance of up to 24,00,000 Equity Shares to the person(s)/ Entities belonging to the 'Public' category on Preferential basis.

In compliance with the applicable laws, the Notice dated October 14, 2026 has been sent on Wednesday, October 14, 2026 only through electronic mode to all the Members whose names appear on the register of members/list of beneficial owners, as received from Bigshare Services Private Limited ("Bigshare"), the Registrar and Share Transfer Agent ("RTA") of the Company, and who have registered their e-mail IDs with the Company/Depository Participant(s) ("DP")/RTA, as on Friday, October 09, 2026 ("Cut-off Date"). The Company has availed Bigshare's e-voting services to enable the Members of the Company to cast their votes electronically. The details of e-voting period are as under:

Commencement of e-voting period	9:00 a.m. IST on Thursday, October 15, 2026
Conclusion of e-voting period	5:00 p.m. IST on Friday, November 13, 2026

The e-voting module will be disabled by Bigshare immediately after 5:00 p.m. (IST) on Friday, November 13, 2026. The Board of Directors of the Company has appointed Mr. Mayank Arora, Partner, M/s. Mayank Arora & Co., Company Secretaries (FCS 10378, CP No. 13609) as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

The results of the postal ballot shall be announced not later than two working days from the conclusion of the remote e-voting. Further, the voting results along with the scrutinizer's report shall be uploaded on the website of the Company i.e. www.comrade.net.in and on the website of Bigshare, the e-voting agency, at <https://ivote.bigshareonline.com> and shall also be communicated to BSE Limited and uploaded on its website at www.bseindia.com.

We request you to take the above on record and the same be treated as compliance under the applicable provisions of the Listing Regulations.

Yours faithfully,
For Comrade Appliances Limited

**Khursheed
Alam**

Digitally signed by
Khursheed Alam
Date: 2026.10.14 18:49:47
+05'30'

Khursheed Alam
Managing Director
DIN: 07349338
Encl.: As above





COMRADE APPLIANCES LIMITED

CIN: L74999MH2017PLC292817

Registered Office: A 303, 3rd Floor, Key Tech Park, S. V. Road, Jogeshwari West,
Mumbai, Maharashtra, 400102, India

Telephone: 022-66959545 | **Website:** www.comrade.net.in | **Email:** info@comrade.net.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circulars Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023, 09/2024 dated 19th September, 2024 and the latest one being at 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs, Government of India (“**MCA Circulars**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and all other applicable provisions of the Act, law, rules, circulars, notifications and regulations issued thereunder [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the resolution(s) set out below are proposed to be passed by the Members of Comrade Appliances Limited (“**the Company**”) by way of Postal Ballot, only by way of remote e-voting (“**e-voting**”) process.

SPECIAL BUSINESS:

Item No. 1:

Issuance of up to 24,00,000 Equity Shares to the person(s)/ Entities belonging to the ‘Public’ category on Preferential basis.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 62(l)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “**Companies Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with BSE Limited, where the shares of the Company are listed (“**BSE**”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“**SEBI**”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015, as amended (“**SEBI LODR Regulations**”), SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 as amended (“**SEBI Takeover Regulations**”) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to create, issue, offer and allot **up to 24,00,000** (Twenty-Four Lakh) Equity Shares of face value of ₹ 10/- each, for Cash, aggregating up to ₹ 8,16,00,000/- (Rupees Eight Crore Sixteen Lakh Only), at an issue price of ₹ 34/- (Rupees Thirty Four Only) per Equity Share on preferential basis on such further terms and conditions as may be finalized by the Board of Directors, to the below mentioned person(s)/ entities (“**Proposed Allottees**”) in the manner as follows:

Sr. No.	Name of the Proposed Allottee	Category (Promoter & Promoter Group/ Public)#	No. of Equity Shares (up to)
1.	Omnia Appliances Private Limited	Currently: Public Post Open Offer: Promoter & Promoter Group	20,00,000
2.	Anadi Investments Private Limited	Public	4,00,000

(#) Pursuant to the proposed Preferential Issue, the proposed allottee namely Omnia Appliances Private Limited has made an Open Offer in terms of the provisions of SEBI Takeover Regulations, and it will be holding substantial stake and will acquire joint control and management of the Company upon completion of Open Offer formalities and will form part of the Promoter & Promoter Group of the Company.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of SEBI ICDR Regulations, the ‘**Relevant Date**’ for the purpose of determining the minimum issue price of the Equity Shares to be allotted to the above mentioned allottees shall be Wednesday, October 14, 2026, i.e., 30 days prior to the last date of e-voting (i.e. Friday, November 13, 2026).

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- The Equity shares to be issued and allotted shall be fully paid up and rank *pari-passu* with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members’ approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any Regulatory Authority, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

- (c) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.
- (d) The entire pre-preferential equity shareholding of the Proposed Allottees, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI (ICDR) Regulations.
- (e) The Equity Shares to be allotted shall be subject to locked-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and any other applicable laws for the time being in force.
- (f) The Equity Shares to be issued & allotted to the Proposed Allottees pursuant to the Preferential Issue shall be listed and traded on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
- (g) The Equity shares to be offered/issued and allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder.
- (h) The Proposed Allottees shall, on or before the date of allotment of equity shares, pay an amount equivalent to 100% of the consideration for the Equity Shares to be allotted in line with the requirements of Regulation 169(1) of the SEBI (ICDR) Regulations.
- (i) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottees.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the Equity Shares and listing thereof with the Stock Exchange, the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board through this resolution) and the Company Secretary and Compliance Officer of the Company be and is hereby authorised severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation circulation of the Private Placement Offer Letter in Form PAS-4 as prescribed under the Act, to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.”

**By Order of the Board of Directors
For Comrade Appliances Limited**

S/d
Khursheed Alam
Managing Director

Place: Mumbai
Date: October 14, 2026

E-VOTING INSTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

- i. The voting period begins on Thursday, October 15, 2026 at 09:00 AM (IST) and ends on Friday, November 13, 2026 at 05:00 PM (IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, October 09, 2026, may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote

	website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, 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 https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin. 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. 2) If the user is 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 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period. 4) 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 with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
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 022-48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "**User id and password will be sent via email on your registered email id**".

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**'.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
- Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
- Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote, select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22 / 022-62638338

EXPLANATORY STATEMENT

[Pursuant to Section 102 and 110 of the Companies Act, 2013 read with relevant rules]

The following statement sets out all material facts relating to Item No. 1 mentioned in the accompanying Notice:

Item No. 1

The Special Resolution contained in Item No. 1 of the notice, has been proposed pursuant to the provisions of Section 23, Section 42 and Section 62 of the Companies Act, 2013 read with the applicable rules made thereunder, to issue and allot, on a preferential basis up to 24,00,000 Equity Shares of face value of ₹ 10/- each, for Cash, for an aggregate amount of up to ₹ 8,16,00,000/- (Rupees Eight Crore Sixteen Lakh Only), at an issue price of ₹ 34/- (Rupees Thirty Four Only) per Equity Share to the proposed allottees.

The Board of Directors of the Company in their meeting held on Tuesday, October 13, 2026 have approved the preferential allotment of Equity Shares to Omnia Appliances Private Limited hereinafter referred to as (the “**Acquirer**”) and Anadi Investments Private Limited, hereinafter collectively referred to as (“**Proposed Allottees**”) and on the same date the Acquirer along with Graphic Promoters and Developers Private Limited, Amaira Estate Advisors LLP and MLJ Aeternum LLP (hereinafter collectively referred to as “**Acquirers**”) entered into a Share Purchase Agreement (“**SPA**”) with Mr. Mehboob Alam, existing Promoter of the Company, for acquisition of an aggregate of 18,90,000 Equity Shares, representing 24.30% of the present paid-up equity share capital of the Company, of which 4,00,000 Equity Shares are proposed to be acquired by the Acquirer. Further pursuant to the SPA and proposed preferential allotment, the Acquirers has triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of SEBI Takeover Regulations and has made a Public Announcement, dated October 13, 2026, for acquisition of 26,46,487 Equity Shares from the shareholders of “Comrade Appliances Limited” pursuant to the provisions of Takeover Regulations.

Post completion of the Open Offer, the proposed allottee, namely Omnia Appliances Private Limited would be classified in the ‘Promoter & Promoter Group’ Category of the Company and will be holding substantial stake and will acquire control and management of the Company.

The proposed Preferential Issue shall be made in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations and applicable provisions of the Companies Act, 2013.

The approval of the members of the Company is accordingly being sought by way of a ‘**Special Resolution**’ under Section 42 and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI (ICDR) Regulations, 2018.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR) Regulations are set forth below:

I. Objects of the Preferential Issue

For the purpose of Item No. 1, the Company intends to utilize the proceeds raised through the issue of Equity Shares (“**Issue Proceeds**”) towards the following objects:

1. Working Capital Requirement
2. Repayment of Loans.

(Hereinafter collectively referred to as “**Objects**”)

Utilization of Proceeds:

The Broad Range of Issue Proceeds of the Issue is as under:

S. N.	Particulars	Estimated utilization of Issue Proceeds (In Rs.)	Tentative timelines for utilization of issue proceeds
1.	Working Capital Requirement	3,16,00,000	Up to September 30, 2027
2.	Repayment of Loans	5,00,00,000	Up to September 30, 2027
Total		8,16,00,000	-

Interim Use of Proceeds

Our Company, in accordance with the policies formulated in accordance with the applicable laws and guidelines and description as given in this Notice, will have flexibility to deploy the Issue Proceeds. Pending utilization of the Issue Proceeds for the Objects described above, our Company intends to deposit the Gross Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934.

II. Monitoring of Utilization of Funds

Given that the issue size does not exceed Rs. 100 Crore (Rupees One Hundred Crore Only), in terms of Regulation 162A of the SEBI (ICDR) Regulations, the Company is not required to appoint a SEBI registered credit rating agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue (“**Monitoring Agency**”).

III. Particulars of the offer including the maximum number of specified securities to be issued and date of passing of Board Resolution:

The Board of Directors of the Company at their meeting held on Tuesday, October 13, 2026, had subject to approval of the Members of the Company and such other approvals as may be required, approved the issue and allotment of up to 24,00,000 Equity Shares having face value of ₹ 10/- each of the Company, to the proposed allottees, at an issue price of ₹ 34/- (Rupees Thirty Four Only) each, determined in terms of Chapter V of SEBI ICDR Regulations.

In respect of the Equity Shares proposed to be allotted, an amount equivalent to 100% of the consideration for the Equity shares shall be payable at the time of allotment of Equity Shares.

IV. The intent of the promoters, directors, key management personnel, or senior management of the issuer to subscribe to the offer.

None of the existing promoters, directors or key managerial personnel of the Company intends to subscribe to any of Equity Shares proposed to be issued.

The proposed Preferential issue of Equity Shares is being made to Omnia Appliances Private Limited & Anadi

Investments Private Limited presently belong to Public Category, however, post completion of the Preferential Issue and Open Offer, the proposed allottee namely Omnia Appliances Private Limited shall be classified into Promoter & Promoter Group Category of the Company.

The Board of Directors of the Company in their meeting held on Tuesday, October 13, 2026, have approved the preferential allotment of Equity Shares to Omnia Appliances Private Limited (hereinafter referred to as the “Acquirer”) and Anadi Investments Private Limited (hereinafter collectively referred to as the “Proposed Allottees”) and on the same date Acquirer along with Graphic Promoters and Developers Private Limited, Amaira Estate Advisors LLP and MLJ Aeternum LLP (hereinafter collectively referred to as “Acquirers”) has entered into a Share Purchase Agreement (“SPA”) with Mr. Mehboob Alam, existing Promoter of the Company, for acquisition of an aggregate of 18,90,000 Equity Shares, representing 24.30% of the present paid-up equity share capital of the Company, of which 4,00,000 Equity Shares are proposed to be acquired by the Acquirer. Further pursuant to the SPA and the proposed preferential allotment, the Acquirers have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of SEBI Takeover Regulations.

Post completion of Open Offer, the proposed allottee, namely Omnia Appliances Private Limited (the “Acquirer”) would be classified in the Promoter & Promoter Group Category of the Company.

V. The Shareholding Pattern of the Company before and after the preferential issue.

The shareholding pattern of the Company before and after the proposed preferential issue is likely to be as follows:

Category	Pre-Issue Shareholding Structure		Equity Shares to be allotted	Post Issue Shareholding Structure	
	No. of Shares	%		No. of Shares	%*
(A) Promoter Shareholding					
(1) Indian					
(a) Individuals & HUF	13,17,047	16.93	0	13,17,047	12.94
(b) Bodies Corporate	18,48,033	23.76	0	18,48,033	18.16
Sub Total (A)(1)	31,65,080	40.69	0	31,65,080	31.09
(2) Foreign Promoters	0	0.00	0	0	0.00
Individuals (Non-Resident Individuals/ Foreign Individuals)	22,83,705	29.36	0	22,83,705	22.44
Bodies Corporate	0	0.00	0	0	0.00
Sub Total (A)(2)	22,83,705	29.36	0	22,83,705	22.44
Total Promoter shareholding A=A1 +A2	54,48,785	70.05	0	54,48,785	53.53
(B) Public Shareholding					
B1) Institutional Investors					
Indian	0	0.00	0	0	0.00
Foreign	4,12,000	5.30	0	4,12,000	4.05
B2) Central Govt./Stat Govt./POI	0	0.00	0	0	0.00
B3) Non-Institutional Investors	0	0.00	0	0	0.00
Individuals	15,43,010	19.84	0	15,43,010	15.16

Body Corporate	2,55,000	3.28	24,00,000	26,55,000	26.08
Others (Including NRI)	1,20,000	1.54	0	1,20,000	1.18
Total Public Shareholding B=B1+B2+B3	23,30,010	29.95	24,00,000	47,30,010	46.47
C) Non-Promoter - Non-Public	0	0.00	0	0	0.00
Grand Total (A+B+C)	77,78,795	100.00	24,00,000	1,01,78,795	100.00

(*) These percentages have been calculated on the basis of post-preferential share capital of the Company i.e. ₹ 10,17,87,950 (Rupees Ten Crore Seventeen Lakh Eighty-Seven Thousand Nine Hundred And Fifty Only) divided into 1,01,78,795 (One Crore One Lakh Seventy-Eight Thousand Seven Hundred Ninety-Five) Equity Shares of face value of ₹ 10/ (Rupees Ten Only) each.

Notes:

1. The pre-issue shareholding pattern is as on the latest BENPOS date i.e. Friday, October 09, 2026.
2. Post shareholding structure may change depending upon any other corporate action and the ongoing Open offer in between.

VI. Proposed time limit within which the allotment shall be completed:

As required under the SEBI (ICDR) Regulations, preferential allotment of the said Equity Shares shall be completed within a period of 15 (fifteen) days from the date of passing of special resolution at Item No. 1. Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approvals or permissions.

However, since the Preferential Allotment is triggering the obligation to make an open offer, thus allotment shall be made in terms of the provisions of Regulation 170 of the SEBI ICDR Regulations, pursuant to which the preferential allotment of Equity Shares will be completed within a period of 15 (fifteen) days from the last date of competing offer as per SEBI Takeover Regulations or date of receipt of all statutory approvals required for the completion of an open offer under the SEBI Takeover Regulation.

VII. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

Not Applicable, since the Company has not made any allotment on preferential basis during the year.

VIII. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

S. N.	Name of the Proposed Allottees	Category	Name of Ultimate Beneficial Owners
1.	Omnia Appliances Private Limited	Currently: Public, Post Open Offer: Promoter & Promoter Group	Pankaj Murarka Mukul Murarka
2.	Anadi Investments Private Limited	Public	Mahesh Munjal

IX. The percentage of post preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue.

S. N.	Name of the Proposed Allottee	Pre-Issue Shareholding		Equity Shares to be allotted in Preferential Issue	Post Issue Shareholding#	
		No. of Shares	%		No. of Shares	%*
1.	Omnia Appliances Private Limited	0	0.00	20,00,000	20,00,000	19.65
2.	Anadi Investments Private Limited	0	0.00	4,00,000	4,00,000	3.93

(*) These percentages have been calculated on the basis of post-preferential share capital of the Company i.e. ₹ 10,17,87,950 (Rupees Ten Crore Seventeen Lakh Eighty-Seven Thousand Nine Hundred And Fifty Only) divided into 1,01,78,795 (One Crore One Lakh Seventy-Eight Thousand Seven Hundred Ninety-Five) Equity Shares of face value of ₹ 10/ (Rupees Ten Only) each.

Notes:

1. The pre-issue shareholding pattern is as on the latest BENPOS date i.e. Friday, October 09, 2026.
2. Post shareholding structure may change depending upon any other corporate action and the ongoing Open offer in between.

X. Consequential changes in the Voting Rights, change in control, and change in the Management, if any, in the issuer consequent to the preferential issue:

Pursuant to the Preferential Allotment along with SPA entered by the Acquirers, there will be a change in the control of the Company, the Acquirers shall acquire and exercise control to the extent of 38.22% in the Company. Further, Acquirers has already made a Public Announcement dated October 13, 2026, for acquisition of 26,46,487 Equity Shares from the shareholders of the Company, in terms of the provisions of Regulation 3(1) and Regulation 4 of SEBI Takeover Regulations.

Pursuant to the same, the Acquirers will be holding substantial stake and will acquire joint control and management of the Company upon completion of Open Offer formalities and will be classified as the Promoter of the Company. Hence, the proposed Preferential Allotment of Equity Shares along with SPA will result in change in the management and control of the Company.

XI. Lock-in Period:

- (a) Equity Shares shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI (ICDR) Regulations.
- (b) The entire pre-preferential shareholding, if any, of the Proposed Allottees, in the Company, shall be locked-in as per Chapter V of the SEBI (ICDR) Regulations.

XII. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI (ICDR) Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of the equity shares has been reckoned as Wednesday, October 14, 2026, i.e., 30

Days prior to the last date of e-voting (i.e. Friday, November 13, 2026).

The Equity shares of the Company are listed on SME platform of BSE Limited (“the “**Stock Exchange**” or “**BSE**”) and are frequently traded thereat as per the provisions of Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018. Accordingly, BSE’s stock price data has been considered for the purpose of pricing in compliance with Regulation 164 of Chapter V of SEBI (ICDR) Regulations, 2018.

Thus, the **minimum issue price** per Equity Share has been considered higher of the price determined through following methods:

- i. In terms of the provisions of Regulation 164 of SEBI (ICDR) Regulations, the minimum issue price at which the Equity Shares may be issued computed to Rs. 30.50/- each, being higher of following:
 - a) Rs. 30.50/- each- being the Average of 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or
 - b) Rs. 27.56/- each- being the Average of 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.
- ii. Price as determined in accordance with the methodology prescribed in the Articles of Association of the Company – *Not Applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.*
- iii. Price determined through the valuation report obtained from Varshith Venkata Sainadh Bolisetty (IBBI Registration No.: IBBI/RV/06/2026/16233), Registered Valuer, in terms of the provisions of regulation 166A of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, i.e., Rs. 30.27/-
- iv. Since there is a change in control, pursuant to the Preferential Offer, the Valuation Report also considers the control premium as mandated under regulation 166A of SEBI ICDR Regulations.

Accordingly, the minimum issue price of the Equity Share on Preferential basis shall be Rs. 30.50/- each. However, the Board of Directors of the Company has decided to issue the Equity Share at an issue price of Rs. 34/- each, which is higher than the above-mentioned prices.

XIII. Undertakings:

- None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- The Company hereby undertakes that it shall if required to do so, re-compute the price of the specified securities in terms of the provision of SEBI ICDR Regulations;

- Further, it undertakes that, if the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees;
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- The Company does not have any outstanding dues to the SEBI, Stock Exchange or the Depositories.

XIV. Disclosures specified in Schedule VI of ICDR Regulations, whether the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower:

Not Applicable, since none of the Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India.

XV. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

S. No.	Name of the Proposed Allottees	Current Status	Post Status
1.	Omnia Appliances Private Limited	Public	Promoter & Promoter Group
2.	Anadi Investments Private Limited	Public	Public

XVI. Practicing Company Secretary's Certificate:

Certificate from Mayank Arora & Co, COP No. 13609 Practicing Company Secretaries, certifying that the preferential issue of Equity Shares is being made in accordance with requirements of Chapter V of SEBI (ICDR) Regulations has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website viz <https://comrade.net.in/wp-content/uploads/2026/10/Certificate-Cs.pdf>

XVII. Recommendations and Voting Pattern of the committee of Independent directors of the Company:

The committee of Independent Directors comprising of Rajan Agarwal & Sonu Dhariwal in their meeting held on Tuesday, October 13, 2026, has considered the proposal to make the preferential allotment of up to 24,00,000 Equity Shares to the proposed allottees. The committee has considered that the Issue price of Rs. 34/- has been determined taking in consideration the price calculated as per the provisions of Regulation 164 of the SEBI (ICDR) Regulations, Valuation report obtained from Varshith Venkata Sainadh Bolisetty (IBBI Registration No.: IBBI/RV/06/2026/16233), Registered Valuer, confirming the minimum price for preferential issue as per Chapter V of SEBI (ICDR) Regulations who have taken into consideration the relevant valuation parameters and provided justification for their assessments.

The offer price also includes a control premium on account of change in control pursuant to the proposed

preferential allotment and upon completion of the Open Offer. Thus, the committee is of the view that the Issue price and the proposed preferential allotment is fair and reasonable. The voting pattern of the said Committee meeting is as follows:

Sr. No.	Name of the Independent Directors	Assent	Dissent
1.	Rajan Agarwal	✓	-
2.	Sonu Dhariwal	✓	-

XVIII. Details of the Directors, Key Managerial Persons or their relatives, in any way concerned or interested in the said resolution:

None of the Director, key managerial personnel or their relatives, in any way are concerned or interested, financially or otherwise, in the resolutions set out at item no. 1 of this Notice:

The Board of Directors recommends the resolution as set out at Item No. 1 of this notice for the issue of Equity Shares on a preferential basis, to the proposed allottees by way of **Special Resolution**.

**By Order of the Board of Directors
For Comrade Appliances Limited**

**S/d
Khursheed Alam
Managing Director**

**Place: Mumbai
Date: October 14, 2026**