



GST : 08AANCM0020G1ZT
CIN : U74999RJ2019PLC066608

Macobs Technologies Limited

(Formerly known as Macobs Technologies Private Limited)

Office : 1st Floor Office No 2 Plot No 184, Sarthi Marg
Doctors Colony Near Sec-09 Chitrakoot Scheme,
Vaishali Nagar, Jaipur, Rajasthan, India, 302021
E-mail : team@macobstech.com

CORRIGENDUM TO THE NOTICE OF EXTRA-ORDINARY GENERAL MEETING TO BE HELD ON SEPTEMBER 01, 2025

Macobs Technologies Limited ("the Company") had issued a notice dated 6th August, 2025 for convening Extra Ordinary General Meeting of the members of the company on Monday, 1st September, 2025 at 04:00 P.M. through VC/OAVM seeking approval of Members by way of a Special Resolution for "Issuance of up to 24,80,000 Fully Convertible Warrants on a preferential basis to the persons belonging to Promoters as well as Non-Promoters. The EGM Notice has been sent to Members of the Company on 6th August, 2025. In line with NSE Clarification Letter dated August 19, 2025, certain modifications / alterations were made in the Special Resolution and Explanatory Statement forming part of the EGM Notice dated 6th August, 2025. Now, through this corrigendum, Members of the Company are being informed about the following modifications / alterations to the Special Resolution and its Explanatory Statement forming part of the EGM Notice dated 6th August, 2025.

Modifications / alterations in Special Resolution:

ITEM NO. 1: ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS:

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 62(1) (c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India ("SEBI") and/or any other statutory or regulatory authorities, including the NSE Limited (the "NSE"), on which the equity shares of the Company having face value of Rs. 10/- (Indian Rupees Ten) each ("Equity Shares") are listed (hereinafter collectively referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required, from Applicable Regulatory Authorities (including the NSE) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time, in one or more tranches, **24,80,000 (Twenty Four Lakhs Eighty Thousand) convertible warrants ("Warrants")**, each convertible into, or exchangeable for, one fully paid up equity share of the Company of face value of Rs. 10/- to persons as mentioned below (**"Warrant Holders/Proposed Allottees"**) at a price of **Rs. 170.04/- (Rupees one hundred seventy and four paise only)** each payable in cash (**"Warrant Issue Price"**) aggregating up to **Rs. 42,16,99,200/- (Rupees Forty-two crores sixteen lakhs ninety-nine thousand two hundred only)**, which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months to the following persons/entities:



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Sr. No.	Name of Investors	Category (Promoter/Non-Promoter)	No. of Warrants proposed to be issued	Total Amount @ Rs. 170.04
1.	Divya Gandotra	Promoter	4,80,000	8,16,19,200
2.	Raman Talwar HUF	Non-Promoter	10,00,000	17,00,40,000
3.	Capital Vision Partners	Non-Promoter	5,00,000	8,50,20,000
4.	Pinnacle Investments	Non-Promoter	5,00,000	8,50,20,000
		TOTAL	24,80,000	42,16,99,200

(hereinafter referred to as “Proposed Allottees”) by way of a preferential issue in accordance with the terms of the Warrants as set out herein and in the explanatory statement to this Notice calling EGM, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine (the “Preferential Issue”).

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of the floor price for the issue and allotment of Warrants is **Friday, August 1, 2025** being the date 30 (thirty) days prior to the date of this Extraordinary Ordinary General Meeting.

RESOLVED FURTHER THAT the Preferential Issue of Warrants and allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- the Warrant holder shall subject to the SEBI ICDR Regulations and other applicable rules and regulations be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- the minimum amount of **Rs. 10,54,24,800** which is equivalent to 25% (Twenty-five percent) of the Warrants Issue Price in aggregate shall be paid at the time of subscription and allotment of each Warrant. The Warrant holders will be required to make further payments of **Rs. 31,62,74,400** which is equivalent to 75% (Seventy-five percent) of the Warrants Issue Price in aggregate at the time of exercise of the right attached to the Warrant(s), to convert the Warrant(s) into equity share(s) of the Company (“Warrant Exercise Amount”).
- the Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission;
- the equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights;



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- e) the equity shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be;
- f) the Warrants shall not carry any voting rights until they are converted into equity shares and the Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company;
- g) the right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ("**Conversion Notice**") to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ("**Conversion Date**"). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant Exercise Amount by the Warrant holder to the designated bank account of the Company;
- h) the tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company;
- i) the Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
- j) the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of **Chapter V** of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in **Form No. PAS-4 ("Offer cum Application Form")** together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution any of the Directors of the Company be and are hereby authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- a) to issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;
- b) to negotiate, finalise and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchanges for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants;



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- c) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;
- d) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorise all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- e) to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- f) to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors, as may be required, for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);
- g) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorised signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

For **MACOBS TECHNOLOGIES LIMITED**

SHIVAM BHATEJA
DIRECTOR
DIN: 07674360



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Modifications / alterations in Explanatory Statement are as follows:

In respect of Item No. 1:

The Board of Directors of the Company ("Board") at their meeting held on July 19, 2025, has approved raising of funds aggregating up to **Rs. 42,16,99,200/- (Rupees Forty-two crores sixteen lakhs ninety-nine thousand two hundred only)** by way of issuance of up to **24,80,000 (Twenty-Four Lakhs eighty thousand only) warrants**, each convertible into, or exchangeable for, 1 (one) fully paid up equity share of the Company of face value of Rs. 10/- each ("Warrants") to persons as mentioned below ("Warrant Holders"/" Proposed Allottees") at a price of **Rs. 170.04/- (Rupees one hundred seventy and four paise only)** each payable in cash (including the warrant subscription price and the warrant exercise price"), aggregating up to **Rs. 42,16,99,200/- (Rupees Forty-two crores sixteen lakhs ninety-nine thousand two hundred only)** which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the proposed allottee(s).

The information required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, and other relevant details in respect of the proposed Preferential Issue of Convertible Warrants into Equity Shares are as under:

Changes to Point No. 03: Purpose/Objects of the Issue:

A. Working Capital Requirements:

- (i) Expansion Through New Product Line - (Product development and inventory, Raw material procurement, Hiring and operational setup)
- (ii) Introduction of New Brand - "Womanhood" (Creation of a dedicated product range for women, Brand-specific product development, Initial brand operations)
- (iii) Establishing Offline Sales Network - (Opening retail outlets, Distributor and dealer engagement, Logistics and POS infrastructure)

B. Marketing & Advertisement Expenses:

- (i) Digital and traditional media campaigns
- (ii) Product launch promotions and PR
- (iii) Branding and creative development

C. General Corporate Purpose

Changes to Point No. 06: Basis on which the price has been arrived at along with report of the registered valuer:

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, the minimum price of **Rs. 170.04/- (Rupees one hundred seventy and four paise only)** has been determined taking into account the valuation report dated 25th August, 2025 issued by **IBBI Registered Valuer, Mr. Harshit Kumar Goyal, Independent Registered Valuer (IBBI Reg No. IBBI/RV/11/2021/14251)** having office at 401, 4th Floor, Apeksha Rudraksh, Murlipura, Opp. Murlipura Police Station, Jaipur, Rajasthan – 302039 in accordance with Regulation 164 & 166A of the ICDR Regulations ("Valuation Report").



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Accordingly, the floor price in terms of SEBI (ICDR) Regulations is **Rs. 170.04/- (Rupees one hundred seventy and four paise only)** per equity Share. The issue price is **Rs. 170.04/- (Rupees one hundred seventy and four paise only)** per equity share which is not lower than the minimum price determined in compliance with applicable provisions of SEBI (ICDR) Regulations.

The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link:

<https://macobstech.com/wp-content/uploads/2025/08/Valuation-Report-On-Fair-Value-Of-Equity-Shares.pdf>

Changes to Point No. 13: Shareholding pattern of the Company before and after the preferential issue:

Sr. No.	Category of Shareholder(s)	Pre-Issue (as on 08-08-2025)		Post-Issue	
		No. of Shares held	% of shareholding	No. of shares held	% of shareholding
A	Promoters & Promoter Group Holding				
1	Indian				
a)	Individual	4680000	47.78	5160000	42.03
b)	Bodies Corporate	-	-	-	-
c)	Any other	-	-	-	-
	Sub-Total (A) (1)	4680000	47.78	5160000	42.03
2	Foreign	-	-	-	-
a)	Bodies Corporate	-	-	-	-
	Sub-Total (A) (2)	-	-	-	-
	Total Promoters & Promoter Group Holding (A)	4680000	47.78	5160000	42.03
B	Non-Promoters Holding	-	-	-	-
1	Institutional Investors	-	-	-	-
a)	Mutual Funds	-	-	-	-
b)	FPI	-	-	-	-
c)	Alternate Investment Funds	156800	1.60	156800	1.27
d)	Foreign Companies	-	-	-	-
e)	Insurance Companies	-	-	-	-
f)	NBFCs registered with RBI	-	-	-	-
	Sub-Total (B) (1)	156800	1.60	156800	1.27



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2	Institutions (foreign)	-	-	-	-
	Foreign Direct Investment	-	-	-	-
	Foreign Ventures Capital Investors	-	-	-	-
	Foreign Portfolio Investors Category- I	-	-	-	-
	Foreign Portfolio Investors category-II	-	-	-	-
	Sub-Total (B)(2)	-	-	-	-
3	Central Government/ State Government	-	-	-	-
	Sub-Total (B)(3)	-	-	-	-
4	Non-Institutions	-	-	-	-
a)	Resident Individuals	3904800	39.86	3904800	39.86
b)	NBFCs registered with RBI	-	-	-	-
c)	Any other, specify	-	-	-	-
d)	Directors and Their Relatives	-	-	-	-
e)	Key Managerial Personnel	-	-	-	-
f)	IEPF	-	-	-	-
g)	Trusts	-	-	-	-
h)	Foreign National	-	-	-	-
i)	Non-Nationalized Banks	-	-	-	-
j)	Non-Resident Indians	56000	0.57	56000	0.57
k)	Clearing Member	-	-	-	-
l)	Bodies Corporate	703200	7.17	1703200	13.87
m)	Any other	294400	3.00	1294400	10.54
	Sub-Total (B)(4)	4958400	50.62	6958400	56.68
	Total Public Shareholding (B)	5115200	52.22	7115200	57.96
	Total (A)+(B)	9795200	100	12275200	100

**The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.*

Changes to Point No. 18: Proposed allottees, Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issues:



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Name of the proposed allottee	Category	Ultimate Beneficial Owner	Pre-Issue Shareholding		No. of Warrants proposed to be allotted	Post- Issue Shareholding (Presuming full conversion of Warrants)	
			No. of Shares	Percentage of shareholding		No. of shares	Percentage of shareholding
Divya Gandotra	Promoter	Divya Gandotra	720	0.0074%	4,80,000	4,80,720	3.92%
Raman Talwar HUF	Non-Promoter	Mr. Raman Talwar Ms. Neha Talwar Ms. Pavni Talwar	0	0.00%	10,00,000	10,00,000	8.15%
Capital Vision Partners	Non-Promoter	Mr. Raman Talwar Mr. Nishant Kumar Ghosh	0	0.00%	5,00,000	5,00,000	4.07%
Pinnacle Investments	Non-Promoter	Mr. Nishant Kumar Ghosh Mr. Anand Prakash	0	0.00%	5,00,000	5,00,000	4.07%

Changes to Point No. 20: Undertaking:

d) The Company shall re-compute the price of the warrants to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so;

Changes to Point No. 23: Practising Company Secretary's Certificate:

The certificate from M/s APNS & Associates (Practising Company Secretaries), certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link:

<https://macobstech.com/wp-content/uploads/2025/08/DocScanner-25-Aug-2025-6-56-pm-1.pdf>

For **MACOBS TECHNOLOGIES LIMITED**

SHIVAM BHATEJA
DIRECTOR
DIN: 07674360