MONARCH
NETWORTH CAPITAL

MNCL/SE/36/2026-27
Dated: November 5, 2026

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai - 400001
Scrip Code No.: 511551

To,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G, Bandra Kurla
Complex, Bandra (East), Mumbai – 400051
Symbol - MONARCH

Sub: **Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/Ma'am,

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("**Listing Regulations**"), as amended from time to time and for the time being in force, kindly find attached herewith a copy of the Postal Ballot Notice ('**Notice**') of Monarch Networth Capital Limited ("**the Company**"), dated 29th October, 2026, along with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 ("**the Act**") and Listing Regulations, for seeking approval of the Members of the Company on the following items of Special Businesses:

Item No.	Description of Business	Type of Resolution
1	To approve sub-division/split of equity shares of the Company.	Ordinary
2	Approval for alteration of the Capital Clause of the Memorandum of Association of the Company consequent to the proposed sub-division/split.	Ordinary

In compliance with various General Circulars issued by the Ministry of Corporate Affairs as disclosed in the annexed Notice, this Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories / Depository Participants / the Company's Registrars and Transfer Agents ('**RTA**') i.e. MUFG Intime India Private Limited, and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, 30th October 2026 ('**Cut-off Date**').

Further, in compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 read with relevant rules made thereunder and Regulation 44 of the Listing Regulations, the Company has engaged the services of MUFG Intime India Private Limited to provide remote e-voting facilities to the Members, to enable them to cast their votes electronically.

The remote e-voting period commences on **Friday, 6th November, 2026** at **9:00 a.m.** (IST) and shall end on **Saturday, 5th December 2026** at **5:00 p.m.** (IST). Please note that communication of assent or dissent of the Members would take place only through the remote e-voting system. The instructions for remote e-voting are provided in the annexed Notice.

Members holding shares in physical mode and who have not updated their email addresses with the Company/RTA/DP are requested to update their email addresses.

The copy of the said Postal Ballot Notice is being made available on the website of the Company at www.mnclgroup.com.

Kindly take note of the above information.

Thanking you,

Yours faithfully,
For **Monarch Networth Capital Limited**

Nitesh Tanwar

Digitally signed by Nitesh Tanwar
DN: c=IN, o=Personal, title=2240, pseudonym=8d2dec62f219457 9a1e18e3786e2a67f, 2.5.4.20=8f0a853d08b646fd 14d0eb67c7dcfafa52ed262 8924ee8a0c07ef9124b80d67d5, postalCode=401105, st=Maharashtra, serialNumber=bcbd8d2f04ade4e2cc2f22cb137970418 ecc3dca00e79fdf2ab5adc6bf8a598, cn=Nitesh Tanwar
Date: 2026.11.05 16:34:35 +05'30'

Nitesh Tanwar
Company Secretary and Compliance Officer
M. No. FCS-10181
Encl: As above

MONARCH NETWORTH CAPITAL LIMITED

CIN: L64990GJ1993PLC120014
Registered Office: Unit No. 803-804A, 8th Floor, X-Change Plaza, Block No. 53, Zone 5, Road- 5E, Gift City, Gandhinagar, Gujarat – 382355.
Corp. Office: 4th Floor, B Wing, Laxmi Towers, G Block, Bandra Kurla Complex (BKC), Bandra East, Mumbai, Maharashtra 400051.
Tel No. 079-26666500 / 66000500; **Website**: www.mnclgroup.com; **Email**: cs@mnclgroup.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, each as amended, and applicable Circulars as may be issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

Voting Starts On	Voting Ends On
Friday, 6th November, 2026, at 9:00 a.m. (IST)	Saturday, 5th December, 2026, at 5:00 p.m. (IST)

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (the "**Act**") and other applicable provisions of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**") and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**"), as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024, and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**"), to transact the special business as set out hereunder, through passing of resolution(s) by way of Postal Ballot, through voting by electronic means ('**remote e-voting**') only.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ('**RTA**') / Depositories. Accordingly, physical copies of the Notice along with the Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of assent or dissent of the Members shall take place only through the remote e-voting system. In case the e-mail address of a Member is not registered with the Company / RTA / Depositories, please follow the process provided in the notes to receive this Postal Ballot Notice. The Notice is also available on the website of the Company at: https://www.mnclgroup.com.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions of the Act, pertaining to the resolution(s) setting out the material facts and the reasons therefor, is appended to this Postal Ballot Notice for your consideration and forms part of this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company at its meeting held on October 29, 2026, has appointed **M/s. VKM & Associates**, Practicing Company Secretaries (C.P. No. 4279), as the Scrutinizer to conduct the Postal Ballot through the remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 09.00 A.M. IST on Friday, November 6, 2026, and ends at 05.00 P.M. IST on Saturday, December 5, 2026. The Scrutinizer shall submit the report to the Chairman of the Company or any other person duly authorized by him, upon completion of the scrutiny of the votes cast through remote e-voting.

The said results, along with the Scrutinizer's Report, shall be communicated to BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") (collectively referred to as the "**Stock Exchanges**"), where the equity shares of the Company are listed, within two working days from the last date of remote e-voting. The results shall also be uploaded on the Company's website at https://www.mnclgroup.com and on the website of the Company's Registrar and Transfer Agent, MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), at https://instavote.linkintime.co.in.

SPECIAL BUSINESS

1. To approve sub-division/split of equity shares of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 61(1)(d), Section 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules made thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and in accordance with the Articles of Association of the Company, and subject to receipt of such approvals, consents and permissions as may be required from the concerned statutory authorities and subject to such terms, conditions and modifications as may be prescribed or imposed while granting such approvals, and on the recommendation of the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include any Committee duly constituted by the Board), the consent of the Members of the Company, be and is hereby accorded for the sub-division / split of the existing equity shares of the Company, such that each equity share having a face value of Rs.10/- (Rupees Ten only), fully paid-up, be sub-divided into 5 (Five) equity shares having a face value of Re. 2 (Rupee Two only) each, fully paid-up, which shall rank pari passu with each other in all respects, with effect from such Record Date as may be determined by the Board for this purpose."

RESOLVED FURTHER THAT pursuant to the sub-division/ split of equity shares of the Company, all the equity shares of face value of Rs. 10/- (Rupees Ten only) each consisting of the authorized equity share capital as existing on the Record Date, shall stand sub-divided/split as follows:

Type of Capital	Pre sub-division/split			Post sub-division/split		
	No. of share	Face Value (Rs.)	Total share capital (Rs.)	No. of share	Face Value (Rs.)	Total share capital (Rs.)
Equity Shares	8,90,00,000	10	89,00,00,000	44,50,00,000	2	89,00,00,000
6% cumulative redeemable preference shares	5,00,000	100	5,00,00,000	5,00,000	100	5,00,00,000
Preference shares	60,00,000	10	6,00,00,000	60,00,000	10	6,00,00,000
Total			**100,00,00,000**			**100,00,00,000**

RESOLVED FURTHER THAT pursuant to the sub-division/split of equity shares of the Company, all the equity shares of face value of Rs 10/- (Rupees Ten only) each fully paid-up consisting in the Issued, Subscribed and Paid-up equity share capital as existing on the Record Date, shall stand sub-divided/split as follows:

Type of Capital	Pre sub-division/split			Post sub-division/split		
	No. of equity share	Face Value (Rs.)	Total equity share capital (Rs.)	No. of equity share	Face Value (Rs.)	Total equity share capital (Rs.)
Issued, Subscribed and Paid-up Equity Share Capital	7,93,08,338	10	79,30,83,380	39,65,41,690	2	79,30,83,380
Total			**79,30,83,380**			**79,30,83,380**

RESOLVED FURTHER THAT upon Sub-Division / Split of Equity Shares as aforesaid and with effect from the Record Date:

(a) In respect of equity shares held in physical form, the existing share certificate(s) representing equity shares of face value of ₹10/- (Rupees Ten only) each shall stand cancelled and cease to be valid upon the effectiveness of the sub-division/split. The corresponding sub-divided equity shares of face value of ₹2/- (Rupees Two only) each shall be issued and maintained in dematerialised form in a separate demat account opened for this purpose for investors who do not have a demat account, in accordance with Regulation 39(2A) of the SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws. The concerned shareholders may claim the securities in dematerialised form by following the procedure prescribed by the Company and its Registrar and Transfer Agent; and

(b) for the equity shares held in dematerialized form, the sub-divided/split equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the Members held with their Depository Participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s).

RESOLVED FURTHER THAT consequent upon the aforesaid sub-division/split, the authorized equity share capital of the Company shall continue to remain at ₹89,00,00,000/- (Rupees Eighty-Nine Crores only), comprising 44,50,00,000 (Forty-Four Crores Fifty Lakhs) equity shares of face value of ₹2/- (Rupees Two only) each, in place of 8,90,00,000 (Eight Crores Ninety Lakhs) equity shares of face value of ₹10/- (Rupees Ten only) each, without any change in the total amount of the authorized share capital of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to make appropriate adjustments to ensure fair and reasonable adjustments to the entitlement of the participants under the 'MNCL Employees Stock Options Scheme 2021' due to sub-division/split of equity shares as aforesaid to the outstanding stock options (whether vested or unvested as on the Record Date) in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division/split of equity shares, to accept and make any alteration(s), modification(s) to terms and to give such directions as they may in their absolute discretion, deem necessary, proper or desirable, to apply for requisite approvals, to settle any questions, doubts or difficulties that may arise with regard to the sub-division/split of the equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations, without seeking any further approval/consent of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers conferred by these resolutions to Committee(s) or any other Director(s), Company Secretary or any other Officer(s) of the Company to give effect to the foregoing resolution(s), with power to such Committee(s) to further delegate all or any of its powers, subject to applicable laws."

2. Approval for alteration of the Capital Clause of the Memorandum of Association of the Company consequent to the proposed sub-division/split.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company, and subject to receipt of such approvals, consents and permissions (if any) as may be required from the relevant statutory authorities, the consent of the Members of the Company be and is hereby accorded to alter and amend the existing **Clause V** of the Memorandum of Association of the Company by substituting the same with the following new Clause V:-

"V. The Authorized Share Capital of the Company is Rs. 100,00,00,000/- (Rupees one hundred crores only) divided into 44,50,00,000 (Forty Four Crores Fifty Lacs) equity shares of Rs. 2/- (Rupees Two only) each; and 5,00,000 (Five lacs) 6% cumulative redeemable preference shares of Rs. 100/- (Rupees hundred only) each and 60,00,000 (Sixty lacs) preference shares of Rs. 10/- (Rupees ten only) each subject to being increased or reduced as hereinafter provided and in accordance with the regulation of the Company and the legislative provisions for the time being in force. Subject to the provisions of the said Act, the shares in the capital of the Company, for the time being whether original or increased or reduced may be divided into classes with any preferential or other rights, privileges, conditions or restrictions attached thereto whether in regard to dividend, voting return on capital or otherwise."

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include an authorized Committee of the Board) and/or any other Director(s) and/or Key Managerial Personnel of the Company, be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and to carry out/execute all matters in connection therewith and incidental thereto in order to give effect to the aforesaid resolution(s) including execution and filing of all the relevant documents with the appropriate authorities in due compliance of the applicable rules and regulations, and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental or desirable, and to settle any question, difficulty or doubt that may arise in this regard."

By Order of the Board of Directors
For **Monarch Networth Capital Limited**

Nitesh Tanwar
Company Secretary and Compliance Officer

Place: Mumbai
Date: October 29, 2026

Registered Office: Unit No. 803-804A, 8th Floor,
X-Change Plaza, Block No. 53, Zone 5,
Road- 5E, Gift City, Gandhinagar, Gujarat, 382355

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Act read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('**Notice**').

2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode only to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('**NSDL**') and Central Depository Services (India) Limited ('**CDSL**') as on Friday, 30th October, 2026 ('**Cut-Off Date**') and whose e-mail addresses are registered with the Company / Depositories / RTA. A person who is not a member on the cut-off date should treat this notice for information purposes only. Members holding shares in dematerialised mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant ('**DP**'). Members may note that this Notice will also be available on the Company's website at https://www.mnclgroup.com/, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of MUFG Intime at https://instavote.linkintime.co.in.

3. In accordance with the MCA Circulars, physical copies of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.

4. In compliance with provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations and the Secretarial Standards on General Meetings ('**SS-2**') issued by the Institute of Company Secretaries of India on General Meetings, the Company is pleased to provide e-voting facility to the Members to exercise their votes electronically. For this purpose, the Company has availed the service of MUFG Intime, Registrar and Share Transfer Agent ('**RTA'**) of the Company for facilitating e-voting to enable the Members to cast their votes electronically.

5. Members holding shares in dematerialised form are requested to intimate any changes in their bank account details, address, email address, contact number, nomination, etc., directly to their respective Depository Participants. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Transfer Agent, MUFG Intime India Private Limited at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083 quoting their folio number.

6. The Voting rights of members will be reckoned on the paid-up value of equity shares registered in the name of the Members on **Friday, 30th October, 2026**, being the cut-off date. Only those Members whose names are recorded in the Register of Members/List of Beneficial Owners as received from NSDL and CDSL as on the Cut-off date will be entitled to cast their votes. Shareholders whose email IDs are not registered, are requested to contact the Depository or can update the same at https://swayam.in.mpms.mufg.com/.

7. The Company is pleased to provide remote e-voting facility to its members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in Note No. 12 of this Notice.

8. The e-voting period commences on **Friday, November 6, 2026, at 9:00 A.M. (IST)** and ends on **Saturday, December 5, 2026 at 5:00 P.M. (IST)**. During this period, members of the Company, holding equity shares either in physical form or in dematerialized form, as on the **Cut-Off date** i.e., **Friday, October 30, 2026**, may cast their vote by e-voting. The e-voting module shall be disabled by MUFG Intime after the aforesaid date and time for voting. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

9. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e., **Saturday, December 5, 2026.** Further, the resolutions passed through this postal ballot shall be deemed to have been passed by the members at a General Meeting.

10. The declared results along with the Report of the Scrutinizer shall be uploaded on the Stock Exchange viz. BSE Limited and National Stock Exchange of India Limited and also on the website of the Company i.e., https://www.mnclgroup.com and website of MUFG Intime at https://instavote.linkintime.co.in.

11. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their request to cs@mnclgroup.com from their registered email addresses mentioning their name, folio numbers/DP ID and Client ID, until the last date of remote e-voting of this Postal Ballot.

12. **Instructions for Members for voting electronically are as under:**

PROCEDURE FOR REMOTE E-VOTING

In compliance with the provisions of section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the SEBI LODR Regulations read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January 2026 (as amended), Members are provided with the facility to cast their vote electronically through the E-voting services provided by MUFG on all resolutions set forth in this Notice, through remote e-voting. Members are requested to note that the Company is providing facility for remote e-voting and the business may be transacted through electronic voting system. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instructions provided herein:

REMOTE EVOTING INSTRUCTIONS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with **NSDL**

METHOD 1 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered email ID/ mobile number and click on login.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".

c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

d) Click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account / generate 'OTP'

d) Post successful registration, user will be provided with Login ID and password.

e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

METHOD 3 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the "Login" tab available under 'Shareholder/Member' section.

c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com.

b) Go to e-voting tab.

c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) Post successful authentication, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".

b) Enter existing username, Password & click on "Login".

c) Post successful authentication, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

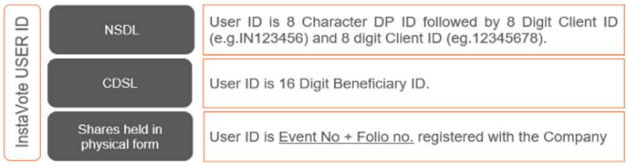
Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote
Shareholders registered for INSTAVOTE facility:

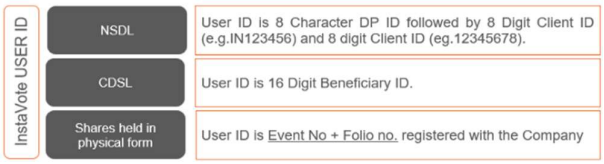
a) Visit URL: https://instavote.linkintime.co.in & click on **"Login"** under 'SHARE HOLDER' tab.

b) Enter details as under:
   1. User ID: Enter User ID
   2. Password: Enter existing Password
   3. Enter Image Verification (CAPTCHA) Code
   4. Click "Submit".
   (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")



Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Sign Up"** under 'SHARE HOLDER' tab & register with details as under:
   1. User ID: Enter User ID
   2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.



   3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)

   4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
      - Shareholders, holding shares in **NSDL form**, shall provide 'point 4' above.
      - Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
      - Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above

5. Set the password of your choice.
   (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).

6. Enter Image Verification (CAPTCHA) Code.

7. Click "Submit" (You have now registered on InstaVote).
   Post successful registration, click on **"Login"** under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

B. Select 'View' icon. E-voting page will appear.

C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at vkmassociates@yahoo.com with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at cs@mnclgroup.com.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in

B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

C. Fill up your entity details and submit the form.

D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorized Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

B. Click on "Investor Mapping" tab under the Menu section

C. Map the Investor with the following details:

1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

2) 'Investor's Name - Enter Investor's Name as updated with DP.

3) 'Investor PAN' - Enter your 10-digit PAN.

4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

c) Enter the "Event No." for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "16-digit Demat Account No.".

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 request at evoting@nsdl.co.in 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 request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on **"Login"** under 'SHARE HOLDER' tab.
- Further Click on **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice:

Item No. 1 & 2

The Board of Directors of the Company (the "**Board**") at its meeting held on 29th October, 2026, have, subject to the approval of Members of the Company and statutory authority(ies), if any, approved and recommended the sub-division/split of equity shares of the Company such that 1 (One) fully paid-up equity share of the face value of Rs. 10/- (Rupees Ten only) each is sub-divided into 5 (Five) fully paid-up equity shares of the face value of Re. 2/- (Rupee Two) each, ranking pari passu with each other in all respects with effect from such date being the Record Date as may be fixed for this purpose by the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall be deemed to include a Committee of Directors duly constituted or to be constituted by the Board or director/s and/or officers authorized by the Board in this regard).

Over the years, the Company has witnessed significant growth in its business operations. As on date, the Company's paid-up equity share capital stands at Rs. 79,30,83,380/- (Rupees Seventy Nine Crores Thirty Lakhs Eighty Three Thousand Three Hundred and Eighty only), comprising 7,93,08,338 equity shares of Rs.10/- each. The Company's equity shares are listed and actively traded on the Main Board of BSE Limited and the National Stock Exchange of India Limited. With a view to improve liquidity, enhance affordability, increase accessibility for small retail investors/shareholders, and encourage broader market participation by expanding the retail shareholders' base, the Board has proposed the sub-division of the face value of the Company's equity shares, subject to the approval of the Members and such statutory and regulatory approvals, consents and permissions as may be required in this regard.

The sub-division/split will not, in any manner, affect the rights and obligations of the Members. It is purely an arithmetic exercise to improve market accessibility of the shares and does not result in any dilution of shareholding for any of the existing members as on the Record Date of this corporate action.

The proposed sub-division of Equity Shares shall also require consequential amendments to the existing Clause V (Capital Clause) of the existing Memorandum of Association of the Company to reflect change in the face value of equity shares of the Company which shall read as follows:

"V. The Authorized Share Capital of the Company is Rs. 100,00,00,000/- (Rupees one hundred crores only) divided into 44,50,00,000 (Forty Four Crores Fifty Lacs) equity shares of Rs. 2/- (Rupees Two only) each; and 5,00,000 (Five lacs) 6% cumulative redeemable preference shares of Rs. 100/- (Rupees hundred only) each and 60,00,000 (Sixty lacs) preference shares of Rs. 10/- (Rupees ten only) each subject to being increased or reduced as hereinafter provided and in accordance with the regulation of the Company and the legislative provisions for the time being in force. Subject to the provisions of the said Act, the shares in the capital of the Company, for the time being whether original or increased or reduced may be divided into classes with any preferential or other rights, privileges, conditions or restrictions attached thereto whether in regard to dividend, voting return on capital or otherwise."

The Pre- and Post- sub-division authorized share capital of the Company will be as under:

Type of Capital	Pre sub-division/split			Post sub-division/split		
	No. of share	Face Value (Rs.)	Total share capital (Rs.)	No. of share	Face Value (Rs.)	Total share capital (Rs.)
Equity Shares	8,90,00,000	10	89,00,00,000	44,50,00,000	2	89,00,00,000
6% cumulative redeemable preference shares	5,00,000	100	5,00,00,000	5,00,000	100	5,00,00,000
Preference shares	60,00,000	10	6,00,00,000	60,00,000	10	6,00,00,000
Total			**100,00,00,000**			**100,00,00,000**

The Pre- and Post- sub-division Paid-up Share Capital of the Company will be as under:

Type of Capital	Pre sub-division/split			Post sub-division/split		
	No. of share	Face Value (Rs.)	Total share capital (Rs.)	No. of share	Face Value (Rs.)	Total share capital (Rs.)
Equity Shares	7,93,08,338	10	79,30,83,380	39,65,41,690	2	79,30,83,380
6% cumulative redeemable preference shares	-	100	-	-	100	-
Preference shares	-	10	-	-	10	-
Total			**79,30,83,380**			**79,30,83,380**

Note: the company has not issued preference shares.

The proposed sub-division of fully paid-up equity shares will not result in any change in the Authorized, Issued, Subscribed and Paid-up Equity Share Capital of the Company.

Further, such sub-division / split shall not be construed as a reduction in the share capital of the Company, in accordance with the provisions of the Companies Act, 2013. Further, in accordance with Regulation 39(2A) of the SEBI Listing Regulations, the securities issued pursuant to sub-division must be in dematerialized mode.

Accordingly, if the sub-division of the existing equity shares is approved as proposed, the Company shall, for the existing equity shares held in physical mode, issue, credit and maintain the sub-divided equity shares of face value of Re. 2/- (Rupee Two only) each in demat mode (in lieu of and by automatic cancellation of the corresponding share certificate/s held by the shareholder/s in physical mode), in a separate Demat Account, in compliance with the prevailing law/guidelines in this regard.

The concerned shareholders would have to claim their shares, in dematerialized mode, from Company/Registrar and Transfer Agent (MUFG Intime India Private Limited) by submitting requisite documents in this respect. As regards shares already held in dematerialized mode, the sub-divided equity shares will be directly credited into the respective demat accounts of the shareholders (in lieu of the existing equity shares).

The sub-division/split of equity shares would, inter-alia, require appropriate adjustments to be made by the Board (including any Committee of Directors duly constituted by the Board and/or the Nomination and Remuneration Committee) to ensure fair and reasonable adjustment to the entitlement of the participants under the MNCL Employee Stock Option Scheme 2021 of the Company, with respect to outstanding stock options (whether vested or unvested as on the Record Date) in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time. The documents specified herein are available on the website of the Company at www.mnclgroup.com.

Alternately, members may also send their requests during the voting period, for inspection of the said documents, by writing to us at cs@mnclgroup.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID.

None of the Directors and Key Managerial Personnel or the Promoter and Promoter group of the Company or their respective relatives are concerned or interested, either financially or otherwise, in the proposed resolutions at Item Nos. 1 and 2 of the accompanying Postal Ballot Notice except to the extent of their respective shareholding, if any.

The Board of Directors is of the view that the proposed sub-division of the existing equity shares, as stated above, is a shareholder-centric measure and, accordingly, based on the rationale set out hereinabove, recommends to the Members the passing of the Ordinary Resolutions at Item No. 1 and 2 of the accompanying Postal Ballot Notice.

By Order of the Board of Directors
For **Monarch Networth Capital Limited**

Nitesh Tanwar
Company Secretary and Compliance Officer
Place: Mumbai
Date: October 29, 2026
Registered Office: Unit No. 803-804A, 8th Floor, X-Change Plaza,
Block No. 53, Zone 5, Road- 5E, Gift City, Gandhinagar, Gujarat, 382355.