

NOTICE OF POSTAL BALLOT**Key Information**

Details of Resolution	Approval for Conversion of Outstanding Inter-Corporate Deposits Availed from MAG Investments and Holdings Private Limited into Fully Paid-up Class 'B' Equity Shares with Differential Voting Rights of the Company
Type of Resolution	Special Resolution
Cut-off date for sending the Notice to eligible shareholders	19/05/2026
E-voting start date and time	26/05/2026
E-voting end date and time	25/06/2026

To,
The Members of MAG Finserv Company Limited,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read together with the Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), that the resolution appended below are proposed to be passed by the Members through postal ballot.

The Explanatory Statement pertaining to the resolution, setting out the material facts and the reasons thereof, is annexed hereto along with the Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. Mahesh Patil, practicing company secretary, (Membership No. F12713 and CP No. 20033) proprietor of M/s. Mahesh Patil & Associates as the Scrutinizer ('Scrutinizer') for conducting the postal ballot in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed business reply envelope not later than 17:00 hours IST on June 25, 2026. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent at the expense of the Member(s), will also be



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accepted. The Postal Ballot Forms(s) may also be deposited personally at the address given on the Business Reply Envelope. Please note that if any Postal Ballot Form is received after the said date, it will be considered that no reply has been received from the member. The Notice is being sent to Members through registered post / email / courier as applicable.

The Scrutinizer shall submit his report to the Chairman or any person authorized by the Board after completion of scrutiny of postal ballot forms. The result of the postal ballot shall be declared within the statutory period prescribed under Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and shall be displayed on the Company's website: <https://magfinserv.in/> and communicated to the Members and Depositories, wherever applicable.

FOR MAG FINSERV COMPANY LIMITED

Sd/-

ANANTA GANPATRAO MOHOTKAR
MANAGING DIRECTOR
DIN:00568235

DATE: 19/05/2026

PLACE: PHALTAN



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SPECIAL RESOLUTION

APPROVAL FOR CONVERSION OF OUTSTANDING INTER-CORPORATE DEPOSITS INTO FULLY PAID-UP CLASS 'B' EQUITY SHARES WITH DIFFERENTIAL VOTING RIGHTS OF THE COMPANY.

“RESOLVED THAT, pursuant to the provisions of Sections 42, 43(a)(ii), 48, 62(3), 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company, pursuant to the approval of the Board of Directors of the Company (hereinafter referred to as the “Board”, which expression shall include any Committee thereof) and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the members of the Company be and is hereby accorded to convert the outstanding Inter-Corporate Deposit amounting to Rs. 7,81,55,000/- (Rupees Seven Crore Eighty One Lakh Fifty Five Thousand Only) availed from MAG Investments And Holdings Private Limited (CIN: U64300PN2025PTC246220), a company incorporated under the Companies Act, 2013 into fully paid-up Class -B Equity Shares having Differential Voting Rights of the Company, pursuant to the conversion option contained in the loan agreement executed between the Company and MAG Investments And Holdings Private Limited.

RESOLVED FURTHER THAT pursuant to the aforesaid provisions, the Company do create, offer, issue and allot up to 78,15,500 (Seventy Eight Lakh Fifteen Thousand Five Hundred) Fully paid-up Class ‘B’ Equity Shares having Differential Voting Rights of face value Rs.10/- each, at a price determined in accordance with the valuation report of the Registered Valuer, aggregating up to Rs.7,81,55,000/- (Rupees Seven Crore Eighty One Lakh Fifty Five Thousand Only) for consideration other than cash, adjustment of the aforesaid Inter-Corporate Deposit.



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RESOLVED FURTHER THAT the said Class 'B' Equity Shares shall constitute a separate class of shares in accordance with Section 43(a)(ii) of the Companies Act, 2013 and applicable rules made thereunder and shall carry voting rights in the ratio of one (1) vote for every one hundred (100) Class 'B' Equity Shares held and shall rank pari passu with the existing equity shares of the Company in all respects except as to voting rights and such differential dividend rights as may be determined in accordance with the terms of issue and the Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 48 of the Companies Act, 2013 and other applicable provisions, if any, consent of the members of the Company be and is hereby accorded to the variation/modification of the share capital structure and rights attached to the equity share capital of the Company to the extent required for creation and issuance of the aforesaid Class 'B' Equity Shares having Differential Voting Rights.

RESOLVED FURTHER THAT the Company hereby confirms that it complies with the conditions prescribed under Rule 4 of the Companies (Share Capital and Debentures) Rules, 2014 for issuance of equity shares with Differential Voting Rights.

RESOLVED FURTHER THAT the valuation report submitted by the Registered Valuer be and is hereby noted and taken on record.

RESOLVED FURTHER THAT upon allotment of the aforesaid equity shares, the outstanding Inter-Corporate Deposits shall stand adjusted and extinguished to the extent of such allotment.

RESOLVED FURTHER THAT ,any director and/or Company secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, including but not limited to determination of final terms, execution of documents, issuance of offer letter, filing of requisite forms with the Registrar of Companies and other authorities, and to settle any questions or difficulties that may arise in this regard.



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Notes:

1. The explanatory statement pursuant to Section 102(1) of the Act stating all material facts and the reasons for the postal is annexed herewith.
2. The Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelope is being sent to the Members whose names appear on the Register of Members of the Company.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on May 19, 2026 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purposes only.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. As on the date the Company is having less than 1000 members. The Sub section (2) of Rule 20 of Rules, 2014, is not applicable to the Company. That every listed company or a company having not less than 1000 shareholders, shall provide to its members facility to exercise their right to vote at general meetings by electronic mean. The postal ballot voting will be not carried through remote e-voting system. The members of the Company can only opt physical ballot mode of voting.
6. In case a member wishes to obtain a printed Postal Ballot for a duplicate, he or she may send an email to account@magfinserv.in. The Company shall forward the same along with Business reply envelope to the Member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members May 19, 2026 (cut-off date). The postal ballot period commences on May 26, 2026 (09:00 Hours IST) and ends on June 25, 2026 (17:00 Hours IST).
8. In case of joint holding, the Ballot Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. There will be one Ballot Form for every Folio / Client ID irrespective of the number of joint holders.
9. A member cannot exercise his vote by proxy on postal ballot.
10. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours (i.e. 17:00



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Hours IST) on June 25, 2026. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 17:00 hours IST on June 25, 2026, it will be considered that no reply from the Member has been received.

11. Unsigned, incomplete, improperly or incorrectly tick marked ballot forms will be rejected. A Ballot Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.

12. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matters shall be final.

13. The Scrutinizer shall submit his report to the Chairman of the Company or any person authorized after completion of scrutiny of the votes cast through Postal Ballot. The results of the Postal Ballot shall be declared within the statutory period prescribed under Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and shall be displayed at the Registered Office of the Company and on the Company's website at <https://magfinserv.in>. and communicated to the depository, registrar and share transfer agent on the said date.

14. The last date for the receipt of duly completed Postal Ballot Forms shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

15. Members are requested to send their duly completed and signed form in the enclosed Business Reply Envelope to the Scrutinizer's office at M/s. Mahesh Patil & Associates, Company Secretaries, office no. 3 Ground Floor, Avishkar Heights, 1413, Sadashiv Peth, Pune - 411030 Maharashtra - India.

16. All documents referred to in the above Notice and the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company between 10.00 a.m. and 5.00 p.m. on all working days (except Sundays and Holidays) upto the date of announcement of the results on Postal Ballot.

17. For any grievance connected with voting by Postal Ballot, Members may contact Mr. Nilesh Pandit at 7825989898 / 9356938282 or you can write to account@magfinserv.in



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