



CITY PULSE MULTIVENTURES
LIMITED.

CITY PULSE MULTIVENTURES LIMITED

[Formerly Known as City Pulse Multiplex Limited]

Reg Address: 401, 4th Floor, Sachet-1 B/h Om Complex, B/s City Centre,
Swastik Cross Road, Ahmedabad-380009.

CIN : L92199GJ2000PLC037606

NOTICE

EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extraordinary General Meeting of the Members of City Pulse Multiventures Limited will be held on Friday, the 8th August, 2025 at 11:00 A.M., through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') facility to transact the following business:

Special Business

- PREFERENTIAL ISSUE OF 4275900 EQUITY SHARES ON PREFERENTIAL BASIS THROUGH SWAP OF SHARES FOR ACQUISITION OF M/S MATRUBHARTI TECHNOLOGIES PRIVATE LIMITED, SUBJECT TO PAYMENT FOR FRACTIONAL ALLOTMENT OF SHARES:**

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

"RESOLVED THAT in terms of Sections 42 and 62 (1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, (including any statutory modification(s) or reenactment thereof, for the time being in force), subject to Memorandum of Association and clause "Power to issue shares on preferential basis" clause of Articles of Association of the Company, SEBI (LODR) Regulations, 2015, SEBI (SAST) Regulations, 2011 and in accordance with the provisions of the SEBI (ICDR) Regulations, 2018 as amended from time to time; as may be applicable to the Preferential Issue of Equity Shares and other applicable regulations of SEBI read with regulation 163 and 166A of SEBI (ICDR) Regulations 2018, if any; and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as the Board which term shall



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include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to such consents and approvals of BSE Limited on SME Platform or such other bodies or authorities as may be required by law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals, and which may be agreed to by or any other authority as may be necessary for that purpose, the Consent of the Members of the Company be and is hereby accorded to the Board to Offer, Issue and Allotment of 4275900 (fourty two lakhs seventy five thousand nine hundred) Equity Shares of Rs. 10/- each at an issue price of Rs. 358/- per equity share (i. e. at premium of Rs. 348/- per share) for consideration other than cash equivalent up to 42759 in Lot of 100 Equity shares each, subject to cash payment for fractional allotment, to the shareholders of M/s Matrubharti Technologies Private Limited on swap basis in the ratio of 1:12 i.e. 12 (twelve) equity shares of Rs. 10/- each fully paid up of M/s City Pulse Multiventures Limited for every 1 (one) equity share of Re.10/- each fully paid up held in M/s Matrubharti Technologies Private Limited for acquisition of 356336 (three lakh fifty six thousand three hundred and thirty-six) Equity Shares of Rs.10/- each constituting 100% stake in M/s Matrubharti Technologies Private Limited to the list of allottees as mentioned hereinbelow based on the Valuation Report for both the companies obtained from the Independent Registered Valuers and on such other terms and conditions as may be determined by the Board.”

“RESOLVED FURTHER THAT in case of fractional allotment of shares arising out of the issue and allotment of the Shares on preferential basis through swap of shares, the Company shall round off the odd number lots to be issued on the lower side and shall make the payment for the fractional allotment of shares at the issue price of the shares i.e. Rs. 358/- per equity share of City Pulse Multiventures Limited to the shareholders of MTPL”.



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Sr. No	Name of the Allottee / Name of shareholder of MTPL	PAN	Existing holding in MTPL	Number of Equity Shares of CPML* to be issued to the shareholders of MTPL** (note 1)	Fractional allotment of shares to determine one lot of Equity Shares. (note 2)	Number of Equity Shares to be issued and allotted	Equivalent number of Equity lots to be issued and allotted (one lot of 100 Equity shares)	Amount to be paid against fractional allotment of shares (Note 3)
	(1)	(2)	(3)	(4) =	(5)	(6) = (5)-(4)	(7) = (6) / 100	(8) = (5) * Rs. 4296
1	Jenisa S Vaidya	ALIPV8989N	367	4404	4	4400	44	17184
2	Khush Viral Shah	BTUPS7945E	2800	33600	0	33600	336	0
3	Payal Jimmy Modi	ASFPT1345N	5600	67200	0	67200	672	0
4	Radheshyam M Sharma	AZBPS2840L	2800	33600	0	33600	336	0



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5	Rajendrakumar Gunvantray Trivedi	ABBPT9163F	5600	67200	0	67200	672	0
6	Rupal Nalinchandra Trivedi	AASPT6827G	1867	22404	4	22400	224	17184
7	Shiv B Rajyaguru	AZVPR0255N	2575	30900	0	30900	309	0
8	Pandya Upendrakumar Bhanuprasad	AJHPP0787F	8600	103200	0	103200	1032	0
9	Ajay Rameshchandra Bhatt	ANRPB0829N	559	6708	8	6700	67	34368
10	Rajal Ashit Mehta	AIAPM5735A	5600	67200	0	67200	672	0
11	Shirish Patel	AUDPP7133L	1867	22404	4	22400	224	17184
12	Vishnubhai Desai	ALVPD7699E	92	1104	4	1100	11	17184
13	Jigar Bhavsar	AFRPB7866D	3434	41208	8	41200	412	34368



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14	Harish Chavla	ABEPC5468K	367	4404	4	4400	44	17184
15	Jesalveer Joshi	ABTPJ5801C	367	4404	4	4400	44	17184
16	Arpida Jaysukh Barot	EGXPB9629B	167	2004	4	2000	20	17184
17	Shyamsundar Thanvi	ADMPT8874E	259	3108	8	3100	31	34368
18	Utpal Dave	ABLPD0573H	860	10320	20	10300	103	85920
19	Hiren Karnavat	HCTPK2774R	860	10320	20	10300	103	85920
20	Hitu Kanodia	AAMPK210M	425	5100	0	5100	51	0
21	Nayna J Patel	ATCPP8717G	2150	25800	0	25800	258	0
22	Rathin Mehta	ACSPM2363E	16792	201504	4	201500	2015	17184
23	Nilesh Shah	AMDPS6328J	33800	405600	0	405600	4056	0



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24	Mahendra Sharma	APLPS9509Q	22534	270408	8	270400	2704	34368
25	Aarasuri Consultants LLP	ABVFA9433B	49000	588000	0	588000	5880	0
26	Arpit Rajnikant Mehta	ABLPM8653M	68375	820500	0	820500	8205	0
27	Rajal Arpitkumar Mehta	AHXPM5423B	68375	820500	0	820500	8205	0
28	Luvv Arpit Mehta	DHEPM4063F	17334	208008	8	208000	2080	34368
29	Kush Arpit Mehta	FKFPM1827K	32910	394920	20	394900	3949	85920
	Total		356336	4276032	132	4275900	42759	567072

** CPML = City Pulse Multiventures Limited

** MTPL = Matrubharti Technologies Private Limited

Note 1: Number of Equity Shares of CPML to be issued to the shareholders of MTPL:

(Number of equity shares held by the shareholders of MTPL * Exchange ratio of 12 Shares.

Note 2: Fractional allotment of shares to determine one lot of Equity Shares: To calculate one full lot of equity shares of the Company, fractional shares have been calculated, for which CPML shall pay consideration to the shareholders of MTPL at the value of Rs. 4296/- per share.



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Note 3: Amount to be paid against fractional allotment of shares:

Fractional allotment of shares * Rs. 4296/- per share issue price of MTPL Shares

“RESOLVED FURTHER THAT the pricing of the equity shares to be allotted has been derived in accordance with the Regulation 165 of SEBI (ICDR) Regulations, 2018 with reference to the ‘Relevant Date 09.07.2025 determined pursuant to regulation 161 of the SEBI (ICDR) Regulations, 2018 i.e., thirty days prior to the date on which this Extra Ordinary General meeting is to be held in terms of Section 42 and Section 62 (1)(c) of the Companies Act, 2013”.

“RESOLVED FURTHER THAT the Equity Shares issued shall rank pari passu with the existing Equity Shares of the Company in all respects. The equity shares allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares.”

“RESOLVED FURTHER THAT the aforesaid Equity Shares allotted in terms of this resolution shall be subject to Lock-In requirements as per the provisions of Chapter V of SEBI ICDR Regulations, 2018 and any amendment thereto from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to modify and decide the price, terms and conditions of the Issue of Equity Shares, ratio of swap of shares, if necessary, keeping in view the provisions of various Statutes and Guidelines in force from time to time.”

“RESOLVED FURTHER THAT the Company shall apply for listing of the equity shares and make an application to the Depositories for admission of the said new equity shares.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors and Company Secretary & Compliance officer of the Company be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard to implementation of



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this Resolution, issue and allotment of equity shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

2. **INCREASE OF AUTHORIZED SHARE CAPITAL TO RS. 16,00,00,000/-- DIVIDED IN TO 160,00,000 EQUITY SHARES OF RS. 10/- EACH**

To consider and if thought to pass with or without modification the following resolution as ordinary resolution:

“**RESOLVED THAT** pursuant to the provisions of section 64 (1) and other applicable provisions, if any, of the Companies Act, 2013 Act) and other applicable rules under the Companies Act 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and with the consent of members the Authorized Share Capital of the company be and is hereby increased from Rs. 11,00,00,000/- (Rupees eleven crores only) divided into 1,10,00,000 (one crore ten lakhs) Equity Shares of Rs. 10/- (Rupees ten) each TO Rs. 16,00,00,000/- (Rupees sixteen crores only) divided into 1,60,00,000 (one crore sixty lakhs) Equity Shares of Rs. 10/- (Rupees ten each).”

“**RESOLVED FURTHER THAT** Clause V of the Memorandum of Association of the Company be and is hereby altered and shall read as follows:

Clause V: The Authorized Share Capital of the Company is Rs. 16,00,00,000/- (Rupees sixteen crores only) divided into 1,60,00,000 (one crore sixty lakhs) Equity Shares of Rs. 10/- (Rupees ten) each.”

“**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to digitally sign and file requisite e-form SH-7 with the Registrar of Companies for notifying the said change in authorized share capital of the Company and do all such things, acts and deeds which may deem necessary to give effect to the above resolution.”



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For and on behalf of the Board of Directors

Sd/-
Arpitkumar Mehta
Managing Director
DIN: 00213945

Date: 28.07.2025
Place: Ahmedabad



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NOTES FOR MEMBERS

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the "Act"), setting out all material facts relating to the resolution for Item No. 1 in Notice are appended herein below for information and consideration of Members and the same should be considered as part of this Notice.
2. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/HO/CFD/CFDPoD-2/P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM shall be conducted through VC / OAVM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.

The proceedings of the EGM deemed to be conducted at 401, 4th Floor, Sachet 1, Swastik Cross Road, Navrangpura, Ahmedabad - 380009 India.

4. Pursuant to the provisions of the act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. since this EGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this EGM and hence the proxy form, attendance slip and route map of EGM are not annexed to this notice.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the



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Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM will be provided by NSDL.

6. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Pursuant to Regulation 44(6) of Listing Regulations, the Company is also providing a live webcast of the proceedings of the EGM. The Members will be able to view the proceedings on National Securities Depository Limited (NSDL) e-Voting website at <https://eservices.nsdl.com>. The facility of participation at the EGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding).
7. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.wowplex.live. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.



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10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA. You are also requested to update your Bank details by writing to the Company's RTA.
11. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01, 2019 unless the securities are held in dematerialized form with the depositories. Therefore, shareholders are requested to take action to dematerialize the equity shares of the Company.
12. All documents referred to in the Notice will be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to info@wowplex.live.
13. The Board of Directors of the Company has appointed M/s Payal Dhamecha & Associates, Ahmedabad as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.
14. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting and shall within 02 working days of conclusion of the EGM shall submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.
15. The results along with Scrutinizer's Report, shall be displayed at the Registered Office of the Company and placed on the Company's website at www.wowplex.live and the website of NSDL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchange where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of EGM subject to receipt of the requisite number of votes in favour of the resolutions.



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THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 5th August 2025 at 09:00 A.M. and ends on 7th August 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cutoff date) i.e. 1st August 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 1st August 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



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Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp



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	<p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p>



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	<ol style="list-style-type: none"> 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for</p>



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depository participants	casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911



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B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID



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	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.



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(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open



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Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Company by e-mail to info@wowplex.live with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc.



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- by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Mr. Abhishek Mishra at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@wowplex.live.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@wowplex.live If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



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Explanatory Statement pursuant to provisions of Section 102 of Companies Act 2013:

Item no. 1

The special resolution as mentioned above proposes to authorize the Board of directors to issue and allot up to 4275900 equity shares of Rs. 10/- each at an issue price of Rs. 358 /- each on preferential basis in such manner and on such terms of conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

A. Preferential issue through swap of shares towards acquisition of 356336 equity shares constituting 100% stake share capital of M/s Matrubharti Technologies Private Limited (MTPL):

M/s City Pulse Multiventures Limited is engaged in the business of Cinema theatres. The Company has 13 screen Wow cine pulse theatre in the state of Gujarat as on date. Considering the increased usage of OTT platforms by the people at large, the Company is looking to expand and extend its main lines of business through forward integration and to develop and maintain a new segment of providing online access to literature in regional languages through mobile application and Web platform. M/s Matrubharti Technologies Private Limited is a start up company and is engaged in providing online literature through its own Mobile Application. The Company finds that MTPL has good projects on hand and has good prospects in this line. Hence, the Board of Directors of the Company have proposed to acquire 100% stake in MTPL by entering in to Share Purchase Agreement with the shareholders of MTPL. Company has obtained valuation reports from Independent Registered Valuer. Relevant disclosures are given hereunder in this regard.

Pursuant to the valuation report of MTPL and CPML, Independent Registered Valuer has recommended swap ratio for allotment of Equity Shares by the Company to the respective shareholders of the acquiree company. The details of the company including ratios etc. are given below:

Accordingly, it is proposed to issue and allot up to 4275900 equity shares of Rs. 10/- each of City Pulse Multiventures Limited as consideration to the shareholders of MTPL in the exchange of ratio of 1:12.



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After the proposed allotment of equity shares, Matrubharti Technologies Private Limited shall become a wholly owned subsidiary company of City Pulse Multiventures Limited.

Brief Profile of Matrubharti Technologies Private Limited (MTPL):

The Company was incorporated in the year 2017. The paid up share capital of the Company is Rs. 3563360/- divided into 356336 Equity Shares of Rs. 10/- each fully paid up.

MTPL is a vibrant storytelling universe where authors bring regional languages to life through self-published tales. It's not just a platform—it's a cultural movement, offering readers a fresh stream of original stories right at their fingertips. From heart-touching fiction to thrilling adventures, Matrubharti lets readers discover and engage with content like never before. With features like likes, comments, shares, and in-app chat, it's a buzzing community where stories spark conversations and connections.

Home to over 100,000 passionate authors, **3 million curious readers**, and a library of **1 million+ stories**, Matrubharti is redefining how India reads—and writes—in its own voice. During the financial year 2024 25, the Company has achieved turnover of Rs. 8,85,766/-

Rational behind the acquisition of 100% Stake:

- 1) **Strategic Market Dominance:** Acquiring Matrubharti provides a critical entry point and strengthens our position in India's rapidly expanding regional language digital content market. M Company's established ecosystem and vast original content directly address an underserved segment, allowing us to immediately capitalize on significant vernacular content demand and secure market leadership.
- 2) **Immediate Access to Engaged Audience & Content:** Matrubharti's impressive base of over 100,000 authors and 3 million readers, alongside 1 million+ stories, offers immediate access to a loyal, engaged community and a rich content pipeline. This robust platform, with its strong community features, is vital for our sustained growth in the digital content space.
- 3) **Accelerated Synergistic Growth:** Integrating Matrubharti platform will generate substantial synergies. This includes immediate cross-promotion, enhanced content distribution, and the unlocking of new revenue streams through expanded monetization strategies. M



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Company's proven model will powerfully accelerate our broader digital strategy and market reach.

- 4) **Enhanced Value Creation & Leadership:** This acquisition is poised to significantly enhance our market leadership in digital content. Matrubharti's innovative approach and strong engagement metrics position us as a dominant player in a high-growth segment, projected to deliver long-term value through market expansion, increased user engagement, and diversified content offerings.

In conclusion, acquiring Matrubharti is a strategically sound decision that ensures our dominant position in the regional language digital content market, leverages a substantial user base, and drives significant synergistic growth, ultimately contributing to enhanced shareholder value.

The Company approached Mr. Jainam Pragneshbhai Shah, Independent Registered Valuer to determine the valuation of MTPL and also to determine the swap ratio for the proposed acquisition. The Company has obtained the valuation report in this regard. The relevant disclosures are given herein below.

DISCLOSURES:

The relevant disclosures providing information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments there to is as stated below. As per Section 42 and 62 and other applicable provisions if any of the Companies Act, 2013, the companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders is sought for issuing the equity shares as stated in the resolution on a preferential basis through swap of shares.

- I. **Objects of the preferential issue through swap of shares /particulars of the offer and details as required under Rule 14(a) and (b) of Companies (Prospectus and Allotment of securities) Rules, 2014:**

The Company proposes to issue and allot up to 4275900 Equity shares of Rs. 10/- each of M/s City Pulse Multiventures Limited (CPML) at the value of Rs. 358/- per share to the shareholders of M/s Matrubharti Technologies Private Limited (MTPL) for acquiring their



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100% shares by entering in to the agreement with its shareholders, subject to payment for fractional allotment of shares. The swap ratio and valuation of MTPL has been derived based on the valuation report obtained by the Company from the independent registered valuer Mr. Jainam Pragneshbhai Shah.

The object of acquiring the Company MTPL is to expand and extend the its main lines of business through forward integration and to develop and maintain a new segment of providing online access to literature in regional languages through mobile application and Web platform.

The Board of Directors of CPML have passed the resolution for issue of 4275900 equity shares of Rs. 10/- each to the shareholders of MTPL at the value of Rs. 358 /- per share including premium of Rs. 348 /- share in their board meeting held on 27.06.2025, subject to payment for fractional allotment of shares. It is subject to approval of the members to be obtained in the Extra ordinary general meeting to be held on 08.08.2025.

II. **Maximum number of specified securities to be issued:**

The Board of Directors have approved the resolution to issue and allot up to 4275900 Equity Shares of CPML by way of preferential issue through swap of shares in their Board Meeting held on 27.06.2025, subject to approval of the members in General Meeting and subject to cash payment to be made for fractional allotment of shares.

III. **Intent of the promoters or their associates and relatives, directors or key managerial personnel of the issuer to subscribe to the offer:**

Directors and relatives of M/s City Pulse Multiventures Limited (CPML) are also the common shareholders of M/s Matrubharti Technologies Private Limited (MTPL). Hence, Directors and relatives of the Company CPML will get the shares of CPML in exchange of shares held by them in MTPL in the same ratio. Following Directors / Promoters are deemed to be interested in the proposed resolution:



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Sr. No	Name of the interested Director and/or Promoter	Director / Promoter	No of shares proposed to be allotted	Payment for Fractional allotment, if any
1	Arpit Rajnikant Mehta	Promoter Director	820500	NIL
2	Rajal Arpitkumar Mehta	Promoter Director	820500	NIL
3	Luvv Arpit Mehta	Promoter Director	208000	2864
4	Kush Arpit Mehta	Promoter Director	394900	7160

IV. Shareholding pattern of the issuer before and after the preferential issue would be as follows: (assuming all the existing and proposed equity shares, except fractional allotment)

Sr. No	Category	Pre-Issue holding			Post issue holding	
		No of shares	% of shares	Proposed issue of shares	No of shares	% of shares
A	Promoter shareholding					



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1	Promoters	12,78,028	11.98	2243900	3521928	23.57
	Sub-total (A)	12,78,028	11.98	2243900	3521928	23.57
B	Public shareholding					
1	Institutions	0	0	0	0	0
2	Non- Institutions					
(i)	Bodies Corporate	596880	5.60	0	596880	4.00
(ii)	Individuals	7941350	74.47	1421600	9362950	62.67
(iii)	NRIs	11800	0.11	22400	34200	0.23
(iv)	Clearing Members	9200	0.09	0	9200	0.06
(v)	Employees	0	0	0	0	0
(vi)	LLP	8400	0.07	588000	596400	4.00
(vii)	HUF	818375	7.68	0	818375	5.47
	Sub-total (B)	9386005	88.02	2032000	11418005	76.43
	Grand Total A+B	10664033	100.00	4275900	14939933	100.00



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V. **Time frame within which the preferential issue shall be completed and material terms:**

The allotment of equity shares shall be completed, within a period of 15 days from the date of passing of the resolution by the shareholders provided, that where the allotment is pending on account of pendency of any approval from any regulatory authority including SEBI, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

VI. **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 issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue and the current and proposed status of the allottee (s) post the preferential issues namely, promoter or non-promoter:**

List of proposed allottees: List of allottees along with their status as to promoter or non — promoter, their pre and post preferential issue shareholding are as per Table A.

All the proposed allottees as furnished in the Table A are the ultimate beneficial owners of the shares, except those which are listed under the Table B hereunder.



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There will be no change in the status of the proposed allottees post the preferential issue:

Table A - List of Proposed allottees:

Sr. no	Identity of proposed preferential allottee	Pre issue holding	% of shares	Equity shares propose to be allotted	No. of shares after allotment	% of shares on allotment	Post issue status	Pre issue status	
A	Non-Promoter Category								
1	Jenisa S Vaidya	NIL	NIL	4400	4400	0.03	Non Promoter	Non Promoter	
2	Khush Viral Shah	NIL	NIL	33600	33600	0.23	Non Promoter	Non Promoter	
3	Payal Jimmy Modi	NIL	NIL	67200	67200	0.45	Non Promoter	Non Promoter	
4	Radheshyam M Sharma	NIL	NIL	33600	33600	0.23	Non Promoter	Non Promoter	
5	Rajendrakumar Gunvantray Trivedi			67200			Non Promoter	Non Promoter	



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		NIL	NIL		67200	0.45		
6	Rupal Nalinchandra Trivedi	NIL	NIL	22400	22400	0.15	Non Promoter	Non Promoter
7	Shiv B Rajyaguru	NIL	NIL	30900	30900	0.21	Non Promoter	Non Promoter
8	Pandya Upendrakumar Bhanuprasad	NIL	NIL	103200	103200	0.70	Non Promoter	Non Promoter
9	Ajay Rameshchandra Bhatt	NIL	NIL	6700	6700	0.05	Non Promoter	Non Promoter
10	Rajal Ashit Mehta	NIL	NIL	67200	67200	0.45	Non Promoter	Non Promoter
11	Shirish Patel	NIL	NIL	22400	22400	0.03	Non Promoter	Non Promoter



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12	Vishnubhai Desai	302000	2.83	302000	303100	2.03	Non Promoter	Non Promoter
13	Jigar Bhavsar	NIL	NIL	41200	41200	0.02	Non Promoter	Non Promoter
14	Harish Chavla	NIL	NIL	4400	4400	0.07	Non Promoter	Non Promoter
15	Jesalveer Joshi	NIL	NIL	4400	4400	0.07	Non Promoter	Non Promoter
16	Arpida Jaysukh Barot	NIL	NIL	2000	2000	0.03	Non Promoter	Non Promoter
17	Shyamsundar Thanvi	NIL	NIL	3100	3100	0.17	Non Promoter	Non Promoter
18	Utpal Dave	NIL	NIL	10300	10300	1.36	Non Promoter	Non Promoter
19	Hiren Karnavat	NIL	NIL	10300	10300	2.74	Non Promoter	Non Promoter
20	Hitu Kanodia	NIL	NIL	5100	5100	1.83	Non Promoter	Non Promoter



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21	Nayna J Patel	NIL	NIL	25800	25800	0.03	Non Promoter	Non Promoter
22	Rathin Mehta	NIL	NIL	201500	201500	0.01	Non Promoter	Non Promoter
23	Nilesh Shah	NIL	NIL	405600	405600	0.02	Non Promoter	Non Promoter
24	Mahendra Sharma	NIL	NIL	270400	270400	0.07	Non Promoter	Non Promoter
25	Aarasuri Consultants LLP	NIL	NIL	588000	588000	3.94	Non Promoter	Non Promoter
26	Arpit Rajnikant Mehta	973922	9.13	820500	1794422	12.01	Promoter	Promoter
27	Rajal Arpitkumar Mehta	198341	1.86	820500	1018841	6.82	Promoter Group	Promoter Group
28	Luvv Arpit Mehta	82332	0.77	208000	290332	1.94	Promoter Group	Promoter Group
29	Kush Arpit Mehta	NIL	NIL	394900	394900	2.64	Promoter Group	Promoter Group

Table B - Ultimate Beneficiaries Owners:



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Sr. No	Name of proposed allottee & Nature of person	PAN	Ultimate beneficial owner	PAN	Proposed allotment of shares	% post issue capital
1	Aarasuri Consultants LLP	ABVFA9433B	Naliniben Dineshbhai Brahmbhatt	APEPB9482N	588000	3.94

Change in control: As a result of the proposed preferential allotment of equity shares through swap of shares, neither there will be any change in the management of the Company and nor any changes in control of the Company.

VII. **Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so and other undertakings:**

In terms of SEBI (ICDR) Regulations, 2018 issuer hereby undertakes that:

1. As the Ordinary Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 163(1)(g) and 163(1)(h) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, the Company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
2. Neither the Company, its directors nor Promoters have been declared as willful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
3. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.



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4. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.
5. The Company shall submit the Valuation Report as received from the Independent Registered Valuer to the Stock Exchange pertaining to the allotment of shares for consideration other than cash.

VIII. Practicing Company Secretary Certificate:

Certificate from Payal Dhamecha & Associates Practicing Company Secretaries FRN: 156507W, Practicing Company Secretaries confirming that the proposed issue of equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2018 is obtained and the same is available on the website of the Company at <https://www.wowplex.live/#investor-section>.

IX. Pricing of the Issue including the basis or justification for the premium and Relevant Date:

The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer;

The price of the Equity Shares proposed to be issued has been determined in accordance with the preferential issue guidelines given in SEBI (ICDR) Regulations 2018 and subsequent amendments thereto which is based on the relevant date i.e., 09.07.2025, which is thirty days prior to the date of Extra Ordinary General Meeting (EGM to be held on 08.08.2025). The issue price of Rs. 358 /- per share (including a premium of Rs. 348/- per share) has been arrived at valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of companies. A Certificate is obtained from the statutory auditors of the Company confirming the minimum price for the preferential issue is as per Preferential Issue Regulations in chapter V of SEBI (ICDR) Regulations, 2018.

Considering that the allotment through this preferential issue shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, the price of Rs. 358 /- (Rupees three hundred fifty eight) of the Equity Shares to be issued and allotted to the proposed allottees has been determined taking into account the



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valuation report dated 27th June, 2025 issued by CA Jainam Pragneshbhai Shah, Independent Registered Valuer (IBBI Regd. No. IBBI/RV/06/2019/11722) having office at 303-305, Vraj Bhumi Complex, Girish Cold Drinks Cross Road, B/h Shilp Building, Navrangpura, Ahmedabad, Gujarat in accordance with Regulation 166A of the ICDR Regulations ("Valuation Report"). The Valuation Report shall be available for inspection by the members on the Company's website under the weblink:

Disclosure as per Rule 14(c) and (d) of Companies (Prospectus and Allotment of securities) Rules 2014:

Name of the Independent Registered Valuer
CA Jainam Pragneshbhai Shah, Independent Registered Valuer
(IBBI Regd. No. IBBI/RV/06/2019/11722)
Office: 303-305, Vraj Bhumi Complex, Girish Cold Drinks Cross Road, B/h Shilp Building,
Navrangpura, Ahmedabad, Gujarat

Justification for the valuation is given in the valuation report mentioned above and as placed on the website of the Target Company CPML.

X. **SEBI Takeover code:**

In the present case, none of the proposed allottees is under obligation to give open offer to the public except making certain disclosures to Stock Exchange and does not attract compliance with SEBI Takeover Code.

XI. **Holding of shares in demat form, non-disposal of shares by the proposed allottees and lock-in period of shares:**

The entire shareholding of the proposed allottees in the company, if any, is held by them in the physical form as on date of this notice. The allotment under this preferential issue through swap of share shall be compulsorily made in demat form.

The proposed allottees hold shares in the target company. Their pre preferential shareholding of such allottees will be kept under lock-in from the relevant date up to a period of 90 trading days from the date of trading approval from BSE Limited where the securities of the Company are listed.



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The shareholder who has sold their shares during the 90 trading days prior to the relevant date shall not be eligible for allotment of equity shares on preferential basis. All the proposed allottees have Permanent Account Number.

XII. Lock—in Period:

The equity shares proposed to be allotted shall be subject to “lock-in” for such a period as the case may be from the date of trading approval from BSE Limited where the securities of the Company are listed as per Clause 167 of the SEBI (ICDR) Regulations, 2018.

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

During the last year (12 calendar months), the Company has not any made any preferential issue of shares.

XIV. Compliances:

The company has complied with the requirement of rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid up capital in the hands of the public.

XV. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said section, unless the shareholders decide otherwise in General Meeting by way of special resolution. Accordingly, the consent of the shareholders by way of special resolution is being sought pursuant to the provisions of section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters and the



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others on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the Notice. None of the Directors, key managerial personnel or their relatives is concerned or interested (financial or otherwise) in the above said resolution.

XVI. **Other disclosures under Companies (Prospectus and Allotment of securities) Rules 2014:**

(i) **Disclosure as per Rule 14(e):**

The Target Company CPML will not raise any funds through this preferential issue as the shares are being issued through swap of shares.

(ii) **Disclosure as per Rule 14(f) of Companies (Prospectus and Allotment of securities) Rules 2014:**

Material terms of raising such securities	Issue of 4275900 Equity Shares of Rs. 10/- each of CPML as fully paid up shares to the shareholders of MTPL in the share exchange ratio of 1 : 12.
Proposed time schedule	The allotment shall be completed within 15 days from passing the resolution.



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Purposes or objects of offer	"To enable full strategic integration and realization of the significant market, audience, and synergistic growth opportunities outlined in the acquisition rationale presented. This acquisition is crucial for enhancing our market leadership and delivering long-term shareholder value."
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities:	NIL

The Board of Directors in their meeting held on 27th June 2025 have passed the resolution for issue and allotment of 4275900 equity shares of Rs. 10/- to the shareholders of M/s Matrubharti Technologies Private Limited and have recommended to the members of the company to consider and pass the resolution as special resolution.

Hence, it is proposed to obtain the consent of the members of the company by passing special resolution for preferential issue of 4275900 equity shares of Rs. 10/- each of M/s City Pulse Multiventures Limited.

Directors and relatives of M/s City Pulse Multiventures Limited (CPML) are also the common shareholders of M/s Matrubharti Technologies Private Limited (MTPL). Hence, Directors and



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relatives of the Company CPML will get the shares of CPML in exchange of shares held by them in MTPL in the same ratio and hence to that extent they are interested in the proposed resolution.

Item No. 2

The present authorized share capital of the Company is Rs. 11,00,00,000/- (Rupees eleven crores only) divided in to 1,10,00,000 Equity shares of Rs. 10/- each fully paid up. As per the resolution proposed under item no. 1, it is required to increase the authorized share capital of the Company. Hence, it is proposed to increase the authorized share capital of the Company to Rs. 16,00,00,000/- (Rupees sixteen crores only) divided in to 1,60,00,000 Equity shares of Rs. 10/- each.

Pursuant to the provisions of Companies Act 2013, increase in authorized share capital of the Company requires alteration of clause V of the Memorandum of Association of the company which further requires approval of shareholders of the Company by passing ordinary resolution.

The Board of Directors in their Board Meeting held on 26th June 2025 have passed resolved and have recommended to the members to pass this resolution for increase of authorized share capital.

Hence, it is proposed to pass the resolution for increase in authorized share capital by passing ordinary resolution.

None of the Directors, relatives of the company are in any way interested in the proposed resolution.



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