NEXOME CAPITAL MARKETS LIMITED
(Formerly SMIFS Capital Markets Limited)
CIN: L74300WB1983PLC036342
Regd Office: 'Vaibhav',4F, 4, Lee Road, Kolkata – 700020
Tel No. 033-2290-7400/ 7401/7402
E-mail: ncml@nexomegroup.com Website: www.nexomecap.com

N O T I C E

NOTICE is hereby given that the Forty-Third Annual General Meeting of the members of **NEXOME CAPITAL MARKETS LIMITED (Formerly SMIFS Capital Markets Limited)** will be convened on Tuesday, August 11, 2026, at 11:00 a.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2026, the Statement of Profit & Loss and the Statement of Cash Flows for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.

2. Re-appointment of Director retiring by rotation

To re-appoint Mr. Saharsh Parekh (DIN: 03315239), who retires by rotation at this AGM in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

3. Declaration of Final Dividend

To declare a final dividend of Rs. 1.50 per equity share of face value of Rs. 10/- each, as recommended by the Board of Directors, for The Financial Year ended March 31, 2026.

SPECIAL BUSINESS

4. CONTINUATION OF MR. KISHOR SHAH AS MANAGING DIRECTOR AFTER ATTAINING THE AGE OF 70 YEARS

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

"**RESOLVED THAT** pursuant to the provisions of Section 196(3) read with Sections 196, 197, 198, 203, Schedule V, and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company at its meeting held on May 25, 2026, the consent of the Members of the Company be and is hereby accorded for the continuation of office as Managing Director of Mr. Kishor Shah (DIN: 00170502), upon his attaining the age of 70 (seventy) years on August 30, 2026, for the remainder of his existing term up to March 31, 2027, on the existing terms and conditions of appointment including remuneration."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters, and things as may be considered necessary, proper, or expedient to give effect to this resolution, including but not limited to filing the necessary e-forms with the Registrar of Companies, Ministry of Corporate Affairs, and making necessary intimations to the Stock Exchanges where the shares of the Company are listed."

By Order of the Board
Sd/-
(Sanjana Gupta)
Company Secretary-cum-Compliance Officer

Regd. Office:

'Vaibhav' (4F), 4 Lee Road,
Kolkata – 700 020
The 25th day of May, 2026

NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide General Circular No. 03/2025 dated September 22, 2025 read with earlier circulars issued in this regard ("MCA Circulars") and SEBI vide Circulars issued from time to time have permitted companies to conduct Annual General Meetings through VC/OAVM without physical presence of Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI Listing Regulations and MCA Circulars, the 43rd AGM of the Company is being held through VC/OAVM.
2. Since the AGM is being conducted through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members under Section 105 of the Act will not be available and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts in respect of the business under Item no. 4 set out in this Notice and the details specified under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, is annexed hereto. Pursuant to the Companies Act, 2013, the documents related to aforesaid resolutions are open for inspection at the registered office of the Company during business hours till the conclusion of the ensuing Annual General Meeting.
4. Details pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 ("SS-2") issued by the Institute of Company Secretaries of India in respect of Directors seeking appointment/re-appointment form part of this Notice
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning quorum under Section 103 of the Act.
6. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI Listing Regulations, 2015, the Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, August 5, 2026 to Tuesday, August 11, 2026 (both days inclusive) for the purpose of the AGM only and shall not determine dividend entitlement.

7. The Record Date for determining entitlement of Members to the final dividend for the financial year ended March 31, 2026, shall be Friday, July 31, 2026.
8. Subject to approval of Members at the AGM, the final dividend shall be paid within 30 days from the date of declaration after deduction of tax at source, as applicable.
9. Members may note that pursuant to the provisions of the Income-tax Act, 2025, dividend income is taxable in the hands of shareholders, and the Company is required to deduct tax at source ("TDS") from dividend paid to Members at prescribed rates. Members are requested to update their PAN and other details with the Depositories/RTA. Resident shareholders may submit Form 121, if applicable, and non-resident shareholders may submit relevant tax residency documents for claiming applicable DTAA benefits.
10. In compliance with MCA Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM and Annual Report for FY 2025-26 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.
11. The Notice and Annual Report shall also be available on:
    - www.nexomecap.com
    - www.bseindia.com
    - www.evotingindia.com
12. Members holding shares in physical form are requested to update PAN, nomination, contact details, bank account details and specimen signature in terms of SEBI Master Circular dated May 07, 2024.
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, mobile number, PAN, nomination, bank details etc. to their Depository Participants in case shares are held in demat form and to the Registrar and Share Transfer Agent ("RTA") in case shares are held in physical form.
14. Members are requested to consolidate multiple folios held in identical names.
15. Members holding shares in physical form are advised to dematerialise their holdings pursuant to SEBI Regulations mandating transfer of securities only in dematerialised form.
16. The Company has appointed Central Depository Services (India) Limited ("CDSL") for providing remote e-voting facility and e-voting during the AGM.
17. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is providing remote e-voting facility to its Members.
18. The cut-off date for determining eligibility for remote e-voting and e-voting during AGM shall be Tuesday, August 4, 2026.
19. The remote e-voting period shall commence on Saturday, August 8, 2026, at 9:00 A.M. (IST) and shall end on Monday, August 10, 2026 at 5:00 P.M. (IST). The remote e-voting module shall thereafter be disabled by CDSL.
20. The EVSN for the purposes of e-voting shall be communicated separately and shall also be made available on the CDSL website.

21. Members who have cast their vote through remote e-voting prior to the AGM may attend the AGM through VC/OAVM but shall not be entitled to vote again.
22. The facility for participation through VC/OAVM shall be made available to at least 1,000 Members except large shareholders, promoters, institutional investors, directors, KMPs, chairpersons of committees, auditors etc. on first come first served basis in accordance with MCA Circulars.
23. Institutional/Corporate shareholders intending to authorise representatives to attend and vote at the AGM are requested to send certified true copy of Board Resolution/Authorisation Letter to the Scrutinizer and the Company.
24. The Board of Directors has appointed Mr. Sudhansu Sekhar Panigrahi, Practising Company Secretary (ACS No. 23187; CP No. 19649), as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
25. The Scrutinizer shall submit his report not later than two working days from conclusion of AGM and the results shall be declared and hosted on:
    - www.nexomecap.com
    - www.evotingindia.com

    The results shall simultaneously be communicated to BSE Limited.
26. Members desirous of speaking at the AGM may register themselves as speakers by sending their request at least 7 days before the AGM at ncml@nexomegroup.com mentioning their name, DP ID/Client ID/Folio No., email address and mobile number.
27. Members who do not wish to speak during the AGM but have queries may send their queries in advance at ncml@nexomegroup.com.
28. All documents referred to in this Notice and the Explanatory Statement shall be available electronically for inspection by the Members up to the date of AGM. Members seeking inspection may send an e-mail request to ncml@nexomegroup.com.
29. Since the AGM is being conducted through VC/OAVM, the Route Map is not annexed to this Notice.

The instructions for shareholders voting electronically are as under:

CDSL e-Voting System – For E-voting

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM 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. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.nexomecap.com The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020, and MCA Circular No. 17/2020 dated April 13, 2020, and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022, General Circular No. 10/2022 dated 28.12.2022 and General Circular No. 03/2025 dated 22.09.2025, and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2025 or 2026, to conduct their AGMs through VC or OAVM on or before 30th September, 2026 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The remote e-voting period shall begin at 9:00 a.m. (IST) on Saturday, August 08, 2026, and end at 05:00 p.m. (IST) on Monday, August 10, 2026. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, August 04, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the AGM.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	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 to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 are 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 & My Easi New (Token) 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 an 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, users will be able to see the e-Voting option where the e-voting is in progress and able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
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.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

OR Date of Birth (DOB)	• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant Nexome Capital Markets Limited on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; ncml@nexomegroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at ncml@nexomegroup.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at ncml@nexomegroup.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

Other Instructions:

(A) Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

(B) The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM, but shall not be entitled to cast their vote again.

(C) The remote e-voting period commences on Saturday, August 08, 2026, at 9:00 A.M. (IST) and ends at 05.00 P.M. (IST) on Monday, August 10, 2026. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, August 04, 2026, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.

(D) The voting rights of the members shall be in proportion to their shares in the paid-up equity share capital of the Company as on Tuesday, August 04, 2026.

(E) Subject to the receipt of the requisite number of votes, the Resolutions forming part of the Notice of the Annual General Meeting shall be deemed to be passed on the date of the AGM, i.e., Tuesday, August 11, 2026.

(F) The Board of Directors has appointed Mr. Sudhansu Sekhar Panigrahi, Practicing Company Secretary (Membership No. ACS 23187, Certificate of Practice No. 19649), as the Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner, whose e-mail address is sudhansuspanigrahi@yahoo.co.in

(G) The Scrutinizer shall after the conclusion of voting at the Annual General Meeting will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and shall make, not later than two working days of the conclusion of the General Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting.

(H) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.nexomecap.com and the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

(I) The Scrutinizer shall not later than two working days of the conclusion of the General Meeting, unblock the votes in the presence of at least 2 witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

(J) All documents referred to in the accompanying Notice shall be open for inspection by the Members by writing an e-mail to the Company Secretary at ncml@nexomegroup.com.

(K) Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

By Order of the Board
Sd/-
(Sanjana Gupta)
Company Secretary-cum-Compliance Officer

Regd. Office:
'Vaibhav' (4F), 4 Lee Road,
Kolkata - 700 020
The 25th day of May, 2026

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

Item No. 4: (SPECIAL BUSINESS, SPECIAL RESOLUTION)

Mr. Kishor Shah (DIN: 00170502) was re-appointed as Managing Director of the Company for a period of three years with effect from April 1, 2024 up to March 31, 2027 pursuant to approval of the Board of Directors and Members of the Company.

Mr. Kishor Shah shall attain the age of 70 years on August 30, 2026 during his present tenure.

Pursuant to Section 196(3)(a) of the Companies Act, 2013, continuation of employment of a Managing Director after attaining the age of 70 years requires approval of Members by way of Special Resolution. Mr. Kishor Shah possesses over 47 years of rich and varied experience in the financial services sector, specifically in capital markets, investment banking, mergers and acquisitions, and corporate advisory. Under his visionary leadership and strategic guidance, Nexome Capital Markets Limited has significantly expanded its merchant banking operations, strengthened its regulatory compliance framework, and delivered consistent value to its stakeholders.

Considering his vast industry experience, strategic leadership capabilities and continued contribution to the growth and overall management of the Company, the Board of Directors, based on recommendation of the Nomination and Remuneration Committee, approved continuation of his directorship as Managing Director after attaining the age of 70 years for the remainder of his existing term up to March 31, 2027, on existing terms and conditions of appointment, including remuneration.

Accordingly, based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 25, 2026 approved the continuation of the tenure of Mr. Kishor Shah as the Managing Director of the Company upon his attaining the age of 70 years, for the remaining period of his existing term, on the existing terms and conditions of his appointment, including remuneration.

The additional information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards is annexed as **Annexure-I**.

The Board of Directors considers that the continuation of Mr. Kishor Shah as the Managing Director is in the best interest of the Company and therefore recommends the Special Resolution set out at Item No. 4 for the approval of the Members.

Except Mr. Kishor Shah, none of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ANNEXURE-I

Additional information of Director seeking appointment/ re-appointment as required under Regulation 36(3) of the Listing Regulation, 2015 and applicable Secretarial Standards and Schedule V of the Companies Act, 2013:

Name of the Director	Mr. Kishor Shah
DIN	00170502
Date of Birth & Age	August 30, 1956; (Age: 69 years) (will attain 70 years on August 30, 2026)
Date of first appointment	31.01.2002
Qualification	B.Com (Hons),ACA, ACS
Brief resume and expertise in functional area	Mr. Kishor Shah possesses over four decades of robust experience in Capital Markets, Corporate Finance, and Advisory Services. He has been instrumental in spearheading the Company's strategic initiatives and ensuring strict regulatory compliance.
Terms of Appointment	Mr. Kishor Shah was re-appointed as Managing Director for 3 (three) consecutive years with effect from April 01, 2024 till March 31, 2027. Continuation as Managing Director for the remainder of his existing term up to March 31, 2027on the existing terms and conditions.
No. of equity shares held in the Company	NIL
Directorship in other Companies	• Nexome Capital Services Limited (Formerly SMIFS Capital Services Limited) • Nexome Wealth Management Limited • Texmaco Infrastructure & Holdings Limited • Magma Ventures Private Limited • Suvarna Commercials Private Limited
Listed Entities from which he has resigned as Director in past 3 years	NIL
Chairperson / Member of Committee in other Indian Public Limited Companies as on 31.03.2026 # (C= Chairperson) (M= Member)	• Texmaco Infrastructure & Holdings Limited i. Audit Committee-(M) ii. Stakeholder Relationship Committee-(C) iii. Corporate Social Responsibility- (M)
Member/Chairperson in the Committee of the Board of directors of the Company #	• Stakeholders Relationship Committee – Member • Corporate Social Responsibility Committee - Member
Relationship with other Directors	NIL
Number of Board meetings attended during the year	7/8
Remuneration paid during the year 2025-26	Rs. 140.54 Lacs

Remuneration sought to be paid to attend meetings of the Board/ Committee.	Not Applicable
Information as required under circular No. LIST/COMP/14/2018- 19 dated June 20, 2018, issued by BSE	He is not debarred from holding the office of Director by virtue of any order of SEBI or any other authority.

Regd. Office:
'Vaibhav' (4F), 4 Lee Road,
Kolkata - 700 020

By Order of the Board
Sd/-
(Sanjana Gupta)
Company Secretary-cum-Compliance Officer

The 25th day of May, 2026

ANNEXURE TO THE NOTICE

Details of Director retiring by rotation seeking re-appointment at the forthcoming Annual General Meeting:

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2]

Name of the Director	Mr. Saharsh Parekh
DIN	03315239
Date of Birth & Age	September 15, 1985 (Age: 40 years)
Date of first appointment	May 23, 2025
Qualification	Bachelor's Degree in Economics
Brief Profile / Experience / Expertise	Mr. Saharsh Parekh holds a Bachelor's Degree in Economics from the University of Illinois. Mr. Saharsh Parekh has extensive experience in Financial services and Real Estate field. His leadership and domain knowledge contribute effectively to the Company's growth and governance framework.
Terms and Conditions of Re-appointment	Liable to retire by rotation and, being eligible, offers himself for re-appointment in accordance with the provisions of Section 152(6) of the Companies Act, 2013.
Shareholding in the Company (as on 31st March, 2026)	NIL
Directorship in other Companies	• Stewart Investment & Financial Private Limited • Goodwin Realtors Private Limited • Nexome Real Estates Private Limited • Goodwin Builders Private Limited • Lend Lease Company (India) Limited • Ratnakar Enclave Private Limited • Kolkata Games and Sports Private Limited • Progressive Star Finance Private Limited • Rubberwood Sports Private Limited • Aravali Enclave Private Limited • Lifelong Renewables Private Limited
Listed Entities from which he has resigned as Director in past 3 years	NIL
Chairperson / Member of Committee in other Indian Public Limited Companies as on 31.03.2026 # (C= Chairperson) (M= Member)	NIL
Member/Chairperson in the Committee of the Board of directors of the Company #	NIL
Relationship with other Directors	Mr. Saharsh Parekh is the son of Mr. Utsav Parekh who is the Chairman of the Company and brother of Mr. Samarth Parekh who is the Joint Managing Director of the Company.

Number of Board meetings attended during the year	5/6
Remuneration paid during the year 2025-26 per annum	Rs. 1.50 Lacs (by way of sitting fees)
Remuneration sought to be paid to attend meetings of the Board/ Committee.	He shall be paid remuneration by way of sitting fees for attending meetings of the Board.
Skills and capabilities required for the role and the manner in which the proposed Director meets such requirements	The Board considers Mr. Parekh's expertise in capital markets, financial strategy, and governance as aligned with the Company's business requirements. His experience and leadership skills enable him to contribute effectively to Board deliberations and strategic decision-making.
Information as required under circular No. LIST/COMP/14/2018- 19 dated June 20, 2018, issued by BSE	He is not debarred from holding the office of Director by virtue of any order of SEBI or any other authority.

Regd. Office:
'Vaibhav' (4F), 4 Lee Road,
Kolkata - 700 020

By Order of the Board
Sd/-
(Sanjana Gupta)
Company Secretary-cum-Compliance Officer

The 25th day of May, 2026