OASIS SECURITIES LTD.

Regd. Off.: Raja Bahadur Compound, Building No.5, 2nd Floor, 43 Tamarind Lane, Fort, Mumbai – 400023
9257056969 • E-mail: admin@oasiscaps.com
CIN: L51900MH1986PLC041499 •Website: www.oasiscaps.com

To
The Board of Directors
Oasis Securities Limited

NOTICE CALLING BOARD MEETING

Dear Sir,

This is to inform you that a meeting of the Board of Directors is scheduled to be held as detail given below.

Day and Date	Wednesday, January 15, 2025
Venue	C-373, Behind Amar Jain Hospital, Block C, Vaishali Nagar, Jaipur-302021, Rajasthan
Time	04:00 P.M. (IST)

Agenda of the meeting and draft of resolutions proposed to be presented for approval of the board are enclosed for your perusal.

You are requested to make it convenient to attend the meeting on time.

Yours faithfully
For and on behalf of the Board of Directors of
OASIS SECURITIES LTD

For OASIS SECURITIES LTD.

Rajesh Kumar Sodhani

Director's

Rajesh Kumar Sodhani
Managing Director
DIN: 02516856
R/o.: 26 Ganga Sagar B, Vaishali Nagar,
Jaipur-302021, Rajasthan

Date: 13/01/2025
Place: Jaipur

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Agenda of Board Meeting scheduled to be held on Wednesday, January 15, 2025

Agenda No.	Contents
1.	To Elect the Chairman.
2.	To grant leave of absence, if any.
3.	To ascertain the quorum.
4.	To take noting of minutes of previous board meeting.
5.	To consider and approve the proposal for sub-division/split of Equity Shares of the Company presently having a face value of Rs. 10/- each in such manner as the Board may determine.
6.	To consider and evaluate the proposal for raising of funds by issuance of equity shares by way of a Right issue in accordance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Companies Act, 2013, as amended, subject to statutory/regulatory approvals, as may be required.
7.	To Discuss and Consider Alteration Of Clause III To The Memorandum Of Association Of Company.
8.	To Discuss and Consider Amendment to Liability Clause of Memorandum of Association of the Company.
9.	To Consider and approve Alteration in the Capital clause of Memorandum of Association (MOA) of the Company subsequent to aforesaid proposal of sub-division/ split of equity shares of the Company.
10.	To discuss and consider alteration and adoption of new set of Articles Of Association of Company.
11.	To discuss and consider to make investments pursuant to the provisions of Section 179 (3) (e) of the Companies Act,2013 and SEBI.
12.	To finalize the day, date, time and venue for convening Extra Ordinary General Meeting (EGM to seek approval of the shareholders of the company and to finalize the draft Notice of EGM and such other allied matters
13.	To review performance of the company.
14.	To discuss any other matter with the permission of the Chairman.

Yours faithfully

For and on behalf of the Board of Directors of
OASIS SECURITIES LTD

For OASIS SECURITIES LTD.

Rajesh K. Sodhani

Director's

Rajesh Kumar Sodhani
Managing Director
DIN: 02516856
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DETAILED NOTES TO AGENDA OF BOARD MEETING SCHEDULED TO BE HELD ON WEDNESDAY, JANUARY 15, 2025 ALONG WITH PROPOSED RESOLUTION TO BE PASSED AT THE MEETING

1. **TO ELECT THE CHAIRMAN**

The Directors present at the meeting shall appoint the Chairman amongst them to conduct the proceedings of the meeting.

2. **TO GRANT LEAVE OF ABSENCE, IF ANY**

Board to take note of absentee directors, if any intimation received from them for not attending the board meeting.

3. **TO ASCERTAIN THE QUORUM**

After the election of the Chairman the board shall ascertain the quorum as required under Section 174 of the Companies Act, 2013 and if the quorum is sufficient then the meeting shall be convened accordingly.

4. **TO TAKE NOTING OF MINUTES OF PREVIOUS BOARD MEETING**

The final minutes of the last Board Meeting shall be placed before the Board in the meeting. The Board shall review the minutes and take note of the same.

5. **TO CONSIDER AND APPROVE THE PROPOSAL FOR SUB-DIVISION/ SPLIT OF EQUITY SHARES OF THE COMPANY PRESENTLY HAVING A FACE VALUE OF Rs. 10/- EACH IN SUCH MANNER AS THE BOARD MAY DETERMINE:**

The Board of Directors will present and consider the proposal regarding the sub-division or split of the company's equity shares. This proposal seeks to determine whether the face value of the existing equity shares, which are currently set at Rs. 10/- each, should be divided into smaller denomination i.e. face value of Re. 1/- each, as may be deemed appropriate by the Board. The matter will be carefully considered in accordance with the relevant provisions of the Companies Act, 2013, and applicable regulations to ensure the best interests of the company and its shareholders are upheld.

The board may pass the following resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 61(1)(d), 64 and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ("Listing Regulations") [including any statutory modification(s), notifications, circulars issued thereunder or re-enactment(s) thereof, for the time being in force], in accordance with the Articles of Association of the Company and subject to such permissions, consents and approvals as may be required from concerned statutory authorities, subject to the approval of the Shareholders, Consent of the Board of Directors be and is hereby accorded to sub-divide (split) each equity share of the Company having a face value of Rs. 10/- (Rupees Ten only) each into 10 (Ten) equity shares having a face value of Rs. 1/- (Rupee One only) each, fully paid-up, and consequently, the authorized share capital of the Company comprising 50,00,000 equity shares of Rs. 10/- each shall stand altered to 5,00,00,000 equity shares of Rs. 1/- each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix the Record Date for the aforesaid sub-division (split) of equity shares and to take such steps as may be necessary to give effect to this resolution, including but not limited to modification of the Memorandum and Articles of Association of the Company, obtaining necessary approvals from the stock exchanges where the shares of the Company are listed, and other statutory or regulatory authorities, and to do all such acts, deeds, and things as may be deemed necessary, proper, and expedient in this regard.

RESOLVED FURTHER THAT Mr. Rajesh Kumar Sodhani, Managing Director of the Company be and is hereby authorized to file the necessary forms with the Registrar of Companies and to do all such acts, deeds, and things as may be required to give effect to the aforesaid resolution."

6. TO CONSIDER AND APPROVE ISSUANCE OF EQUITY SHARES THROUGH RIGHT ISSUE BASIS

The Board of Directors will present and consider the proposal for the approval of the issuance of equity shares to the existing shareholders of the company on a Rights Issue basis. This proposal aims to raise funds by offering equity shares to the shareholders in proportion to their existing holdings, allowing them the right, but not the obligation, to subscribe to the newly issued shares. The terms and conditions, including the issue price, record date, and other relevant details, will be determined by the Board in accordance with the provisions of the Companies Act, 2013, and applicable regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board will carefully evaluate the proposal to ensure it is in the best interests of the company and its shareholders.

The board may pass the following resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 62, Section 23(1)(c) and other applicable provisions of the Companies Act, 2013, along with the rules made thereunder, each as amended ("Companies Act") and in accordance with the provisions of the Memorandum of Association and the

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Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and any other provisions of applicable law, and subject to other approvals, permissions and sanctions of the lenders of the Company, Securities and Exchange Board of India ("SEBI"), the stock exchanges where the equity shares of the Company are listed (the "Stock Exchanges"), the Reserve Bank of India, the Ministry of Corporate Affairs, the Government of India and any other concerned statutory or regulatory authorities, if and to the extent necessary, and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed in granting of such approvals, permissions and sanctions by any of the aforesaid authorities,the consent of the Board of Directors of the Company ("Board") be and is hereby accorded to offer, issue and allot equity shares of the face value of Rs. 10 each of the Company (the "Equity Shares") *(face value to be Re.1 in case in-principle approval received for stock split)*by way of a rights issue to the existing shareholders of the Company on a record date ("Shareholders"), to be decided at a later date at such price, at a premium or discount to the market price, considering the prevailing market conditions and such other considerations that the Board may, in its absolute discretion, decide, such that the aggregate value (including premium) does not exceed Rs. 49.00 crores ("Rights Issue") or such other sum as may be determined by the Board and on such other terms and conditions as may be mentioned in the Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer, and/ or Application Forms to be issued by the Company in respect of the Rights Issue (collectively referred to as "Issue Documents"), proposed to be utilised towards long term funds to meet its operational business plan and general business purposes and/or any other purpose that the Board may decide, to list the Equity Shares allotted pursuant to the Rights Issue, on the Stock Exchanges and on such other terms and conditions as may be mentioned in the Issue Documents, including granting of rights to the eligible Shareholders of the Company, to whom the offer is made to renounce the Equity Shares being offered in the Rights Issue, in favour of any other person(s), rights to the persons to whom the Equity Shares are being issued to apply for additional Equity Shares, and to decide, at its discretion, the proportion in which such additional Equity Shares shall be allotted.

RESOLVED FURTHER THAT all Equity Shares so offered, issued and allotted by way of the Rights Issue shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

RESOLVED FURTHER THAT the Equity Shares, shall rank pari passu in all respects with the then existing Equity Shares of the Company.

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RESOLVED FURTHER THAT for the purpose of giving effect to the Rights Issue, the Rights Issue Committee, consisting of:

a) Mr. Rajesh Kumar Sodhani - Chairman
b) Mrs. Priya Sodhani - Member .
c) Mr. Dinesh Kumar Bhattar - Member

is hereby formed and authorized to do the following, if necessary:

i. to appoint and enter into arrangements with registrar, ad-agency, monitoring agency, banker(s) to the Rights Issue and all other intermediaries and advisors necessary for the Rights Issue, to enter into and execute all such arrangements, contracts/agreements, memorandum, documents, etc., in connection therewith;

ii. to negotiate, authorize, approve and pay commission, fees, remuneration, expenses and / or any other charges to the applicable agencies / persons and to give them such directions or instructions as it may deem fit from time to time;

iii. to approve and adopt any financial statements prepared for purposes of inclusion in the Issue Documents, pursuant to the requirements outlined by the SEBI ICDR Regulations or any other applicable law for time being in force, including intimating the approval and adoption of such financial statements to the Stock Exchanges, if required;

iv. to negotiate, finalise, settle and execute the issue agreement, registrar agreement, monitoring agency agreement, underwriting agreement, ad-agency agreement, banker to the issue agreement and any other agreement with an intermediary and all other necessary documents, deeds, agreements and instruments in relation to the Rights Issue, including but not limited to any amendments/ modifications thereto;

v. to take necessary actions and steps for obtaining relevant approvals from SEBI, the Stock Exchanges, RBI, or such other authorities, whether regulatory or otherwise, as may be necessary in relation to the Rights Issue;

vi. to finalise the Issue Documents and any other documents as may be required and to file the same with SEBI, Stock Exchanges and other concerned authorities and issue the same to the Shareholders of the Company or any other person in terms of the Issue Documents or any other agreement entered into by the Company in the ordinary course of business;

vii. to approve, finalize and issue in such newspapers as it may deem fit and proper all notices, including any advertisement(s)/ supplement(s)/ corrigenda required to be issued in terms of SEBI ICDR Regulations or other applicable SEBI guidelines and regulations or in compliance with any direction from SEBI and/or such other applicable authorities;

viii. to decide in accordance with applicable law, the terms of the Rights Issue, the total number, issue price and other terms and conditions for issuance of the Equity Shares to be offered in the Rights Issue, and suitably vary the size of the Rights Issue, if required, in consultation with the Lead Manager(s);

ix. to fix the record date for the purpose of the Rights Issue for ascertaining the names of the eligible Shareholders who will be entitled to the Equity Shares, in consultation with the Stock Exchanges;

x. to decide the rights entitlement ratio in terms of number of Equity Shares which each existing Shareholder on the record date will be entitled to, in proportion to the Equity Shares held by the eligible Shareholder on such date;

xi. to open bank accounts with any scheduled bank for the purpose of receiving applications along with application monies and handling refunds in respect of the Rights Issue and to appoint the collecting bankers for the purpose of collection of application money for the Rights Issue at the mandatory collection centers at the various locations in India;

xii. to decide on the marketing strategy of the Rights Issue and the costs involved;

xiii. to decide in accordance with applicable law on the date and timing of opening and closing of the Rights Issue and to extend, vary or alter or withdraw the same as it may deem fit at its absolute discretion or as may be suggested or stipulated by SEBI, the Stock Exchanges or other authorities from time to time;

xiv. to issue and allot Equity Shares in consultation with the Lead Manager(s), the registrar, the designated Stock Exchange and the Stock Exchanges and to do all necessary acts, execution of documents, undertakings, etc. with National Securities Depository Limited and Central Depository Services (India) Limited, in connection with admitting the Equity Shares issued in the Rights Issue;

xv. to sign the listing applications, issue ASBA instructions.

xvi. to apply to regulatory authorities seeking their approval for allotment of any unsubscribed portion of the Rights Issue (in favor of the parties willing to subscribe to the same);

xvii. to decide, at its discretion, the proportion in which the allotment of additional Equity Shares shall be made in the Rights Issue;

xviii. to take such actions as may be required in connection with the creation of separate ISIN for the credit of rights entitlements in the Rights Issue;

xix. to dispose of the unsubscribed portion of the Equity Shares in such manner as it may think most beneficial to the Company, including offering or placing such Equity Shares with promoter and / or promoter group / banks / financial institutions / investment institutions / mutual funds / foreign institutional investors / bodies corporate or such other persons as the Rights Issue Committee may in its absolute discretion deem fit;

xx. to make necessary changes and to enter the names of the renouncees, if they are not members of the Company in the register of members of the Company; xxii. to decide the mode and manner of allotment of the Equity Shares if any not subscribed and left / remaining unsubscribed after allotment of the Equity Shares and additional Equity Shares applied by the Shareholders and renouncees;

xxi. to settle any question, difficulty or doubt that may arise in connection with the Rights Issue including the issue and allotment of the Equity Shares as aforesaid and to do all such acts, deeds and things as the Board may in its absolute discretion consider necessary, proper, desirable or appropriate for settling such question, difficulty or doubt and making the said Rights Issue and allotment of the Equity Shares; and

xxii. to take all such steps or actions and give all such directions as may be necessary or desirable in connection with the Rights Issue and also to settle any question, difficulty or doubt that may arise in connection with the Rights Issue including the issuance and allotment of Equity Shares as aforesaid and to do all such acts and deeds in connection therewith and incidental thereto, as the Rights Issue Committee may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the said Rights Issue Committee shall carry on its work either by passing a resolution at a meeting or by circulation as permitted under applicable law.

RESOLVED FURTHER THAT any two members of the Rights Issue Committee shall form the quorum for a meeting of the Rights Issue Committee and a circular shall be deemed to be signed by the Rights Issue Committee if it is signed by any two members of the Rights Issue Committee.

RESOLVED FURTHER THAT Mr. Devi Dutt Agarwal, Whole Time Director & Chief Financial Officer; Mr. Rajesh Kumar Sodhani, Managing Director; Mrs. Kirti Mool Chand Jain, Company Secretary and

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Compliance Officerbe and are hereby severally authorised to generally do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient in connection with this resolution, including effecting any modifications or changes to the foregoing (including modification to the terms of the issue) making necessary filings with SEBI, the Stock Exchanges, Reserve Bank of India and any other regulatory authorities and execution of any documents or agreements on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors, without being required to seek any fresh approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the resolution and to settle all questions, difficulties or doubts that may arise in regard to the Rights Issue and utilisation of the proceeds of the Rights Issue and take all other steps which may be incidental, consequential, relevant or ancillary, to give effect to this resolution.

RESOLVED FURTHER THAT the Equity Shares to be allotted pursuant to the Rights Issue shall be listed on BSE Limited and that Mr. Devi Dutt Agarwal, Whole Time Director & Chief Financial Officer; Mr. Rajesh Kumar Sodhani, Managing Director; Mrs. Kirti Mool Chand Jain, Company Secretary and Compliance Officerbe and are hereby severally authorized to sign necessary application forms and other documents/ papers and take such action as may be required in this regard.

RESOLVED FURTHER THAT every Shareholder who is eligible to apply in the Rights Issue shall have a right to renounce their rights entitlement being offered, in favour of any other person(s). Every Shareholder, including renouncee(s) shall be entitled to apply for additional Equity Shares and the allotment of the additional Equity Shares shall be made in the proportion to be decided by the Board in consultation with Stock Exchanges.

RESOLVED FURTHER THAT treatment of fractional entitlements will be finalized and disclosed in the offering documents.

RESOLVED FURTHER THAT Mrs. Kirti Mool Chand Jain, Company Secretary and Compliance Officerbe and is hereby appointed as the Compliance Officer for the purpose of the Rights Issue and she shall be responsible for monitoring compliance of securities laws and Redressal of investor grievances."

7. **TO DISCUSS AND CONSIDER ALTERATION OF CLAUSE III TO THE MEMORANDUM OF ASSOCIATION OF COMPANY**

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The Board of Directors shall place before the members a proposal to amend Clause III of the Memorandum of Association of the Company, ensuring its alignment with the provisions of the Companies Act, 2013.The board may pass the following resolution:

"**RESOLVED THAT** in accordance with the provisions of section 4, 6 and 13 and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 30 of SEBI LODR *(including any statutory modification(s), change or re-enactment thereof, for the time being in force)*, and subject to such approval, consents, permission, and sanctions as may be required from the appropriate authorities, subject to the approval of the shareholders, Consent of the Board of Directors be and is hereby accorded for the alteration of Clause III (related to object clause) of the Memorandum of Association of the Company by deleting Clause III (B) and (C) from the Memorandum of Association and inserting in place thereof new clause III(B) being "Matters which are necessary for furtherance of the objects specified in clause III(A) are" to bring the object Clause III in accordance with the Companies Act, 2013 in the following manner:

(B) Matters which are necessary for furtherance of the objects specified in Clause III (A) are:-

1. To enter into agreements, franchise agreement and contracts with Indian or Foreign individuals, firms or companies for technical, financial or other assistance or collaboration for carrying on all or any of the objects of the Company.
2. To apply for, purchase or otherwise acquire any trademarks, copy rights, patents, licenses, concessions and the like, concerning any exclusive or non-exclusive or limited rights of any kind which may appear to be necessary or convenient for the business of the Company and to purchase or otherwise acquire any information as to any invention which may seem capable of being used for any of the purposes of the Company.
3. To acquire and take over the whole or any part of the Business, Goodwill, Property and Liabilities of any person or persons, Firm, Corporation or Undertaking, either existing or new engaged in any Business which the Company is authorized to carry on and to pay for the same either in cash or in shares or partly in cash and partly in shares.
4. To amalgamate, enter into partnership or make any arrangements for sharing profits, co-operation, joint venture or reciprocal concession, with any individual person or Company carrying on or engaged in or about to carry on with similar or identical objects.
5. To sell, lease or otherwise dispose of the undertaking of the Company or any part thereof as the Company may deem fit.
6. To purchase, take on lease or in exchange, hire, construct or otherwise acquire any movable or immovable properties or any rights or privileges, which the Company may think necessary or convenient for the purpose of its business.

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7. To subscribe or contribute or otherwise to assist or to grant money to charitable, benevolent, religious, scientific, national, public or any other useful institutions, objects or purposes or for any exhibition.

8. To pay out of the Company's funds the costs and expenses incurred in connection with all matters preliminary and incidental to the formation, promotion and incorporation of this Company and the costs and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of any Company which may be promoted by this Company and to remunerate any person, firm or Company for services rendered in the promotion of the Company or the conduct of its business.

9. To provide for the welfare of the employees (including Directors) or ex-employees of the Company and wives and families or the dependents or relations of such persons by building or contributing to the building of houses, dwellings or quarters or by grant of money, gratuities, pensions, allowances, incentives bonus or any other payments or by creating and subscribing or contributing to provident and other funds, associations, institutions, profit sharing or other schemes or trusts and by providing or subscribing or contributing towards places of instructions and recreations, hospitals and dispensaries and medical assistance.

10. To invest any money of the Company, not for the time being required, for any of the purposes of the Company in such investments as may be thought proper and to hold, sell or otherwise deal with such investments subject to the provisions of the Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.

11. To open account or accounts with any bank or banks in the name of the Company and to operate upon the same.

12. To create any depreciation fund, sinking fund, insurance fund, reserve fund or any special or other funds, whether for depreciation or for repairing, improving, extending or maintaining of any of the property of the Company or for any purposes, whatsoever to the interests of the Company.

13. To make, draw, accept, endorse, execute, discount, negotiate and issue cheques, promissory notes, hundies, bills of exchange, bills of lading, railway receipts, debentures and other negotiable or transferable instruments subject to the Banking Regulation Act, 1949.

14. To employ or pay experts, foreign consultants, management consultants and others in connection with the prospecting, acquiring, planning, execution, development, delivery and maintenance, training, and consulting, of all or any part of the business which the Company is entitled to carry on.

15. To promote any other Company or companies for the purpose of acquiring all or any of the property of the Company or advancing directly or indirectly the objects or interests thereof and to take or otherwise acquire and hold shares in any such Company or companies.

16. To appoint agent, franchise of the Company subject to the provisions of Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.

17. To distribute among members in specie or otherwise any property or assets of the Company and particularly the shares, debentures or other securities of any other Company including the Company formed to take over the whole or any part of the assets of this Company, subject to provisions of the Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.

18. To borrow or raise moneys, from commercial banks/financial institutions and/or other companies, or to receive it on deposit at interest or otherwise, and to secure the payment of such money in such manner as the Company may think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, stocks, bonds, obligations, notes and securities of all kinds, to mortgage, pledge, guarantee, hypothecate or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled paid capital, by special assignment or otherwise, or to transfer or convert the same absolutely or any interest therein and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities provided, the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.

19. To advance, deposit or lend with or without security money, securities, assets and property to or with such person, companies or corporations and on such terms as may seem expedient, to negotiate loans, to discount, buy, sell and deal in bills, notes, warrants, coupons and other negotiable or transferable security or documents.

20. To enter into any arrangements with the Government of India or with any states, with any authorities, municipal, local or otherwise or with any other persons, that may seem conducive to the Company's objects or any other and to apply for and obtain and to purchase or otherwise acquire from any such Government, State, authorities or persons, any rights, powers, privileges, decrees, licenses, sanctions, grants and concessions whatsoever (whether statutory or otherwise) which the Company may think it desirable to obtain and acquire and to carryout exercise and comply with any such arrangements, rights, powers, privileges, licenses, decrees, sanctions, grants and concessions.

21. To grant licenses or concessions over or in respect of any property or rights of the Company.

22. To accept any payment for any property or rights sold or otherwise disposed off or dealt with by the Company either in cash, by installments or otherwise or in fully or partly paid-up shares of any Company or corporation with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or in debentures, debenture stocks or other securities of any Company or corporation or partly in one mode and partly in other and generally on such terms as the Company may adopt.

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23. To institute, conduct and defend all actions and legal proceedings, against the Company and its officers and to refer any claim or demand by or against the Company and its officers to arbitration and to perform or challenge the awards if necessary.

24. To insure the whole or any part of the Company, either fully or partially, to protect and indemnify the Company from liability or loss in any respect , either fully or partially and also to insure and to protect and indemnify any part or portion thereof, either on mutual principle or otherwise.

8. TO DISCUSS AND CONSIDER AMENDMENT TO LIABILITY CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Board of Directors shall place before the members a proposal to amend Clause IV of the Memorandum of Association of the Company, ensuring its alignment with the provisions of the Companies Act, 2013. The board may pass the following resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013,and Regulation 30 of SEBI LODR (including any statutory amendment or re-enactment thereof for the time being in force), and subject to such approval, consents, permission, and sanctions as may be required from the appropriate authorities, subject to the approval of the shareholders, Consent of the Board of Directors be and is hereby accorded for effecting the alteration of existing Clause IV of the Memorandum of Association of the Company by substituting the existing Clause IV with the following new Clause IV:

IV. The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on shares held by them."

9.TO CONSIDER AND APPROVEALTERATION IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY SUBSEQUENT TO AFORESAID PROPOSAL OF SUB-DIVISION / SPLIT OF EQUITY SHARES OF THE COMPANY

The Board of Directors Shall place the Proposal to alter the Capital clause of MOA of the Company to reflect the changes in the share capital structure subsequent to the proposed sub division of equity sharesof the Company. The board may pass the following resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 13, Section 61 and Section 64 of the Companies Act, 2013, and other applicable provisions, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such approval, consents, permission, and sanctions as may be required from the appropriate authorities, subject to the approval of the shareholders, Consent of the Board of Directors be and is hereby accorded for the sub-division of each equity share of the company having a face value of RS.10/- (Rupees ten Only) each fully paid up, into 10 (ten) equity Shares having a face value of Rs.1/- (Rupees One Only) each fully paid up, with effect from the record date to be determined by the Board of Directors.

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be andis hereby amended by deletion of the existing Clause V and submission and substitution thereof ofthe following:

V. The Authorized Share Capital of the Company is Rs.5,00,00,000/- (Rupees Five Crore only)divided into 5,00,00,000 (Five Crore) equity shares of face value of Rs. 1/- each

FURTHER RESOLVED THAT Board of Directors of the Company be and is hereby authorized to sign e-forms, other forms, returns, documents as may be required to be filed with the Ministry of Corporate Affairs, Registrar of Companies on behalf of the Company and to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

10. TO DISCUSS AND CONSIDER ALTERATION AND ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY:

The Board of Directors shall place the Proposal to alter and adopt new set of Articles of Association ensuring its alignment with the provisions of the Companies Act, 2013.The board may pass the following resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 5, 6 & 14 of the of the Companies Act, 2013, read with Table F of the Schedule I of the Companies Act, 2013 and Regulation 30 of SEBI LODR (including any statutory amendment or re-enactment thereof for the time being in force), and subject to such approval, consents, permission, and sanctions as may be required from the appropriate authorities, subject to the approval of the shareholders, Consent of the Board of Directors be and is hereby accorded to delete existing clauses of the Articles of Association of the Company and adopt the Table F of the Schedule I of the Companies Act, 2013 as annexed in Annexure-A.

11. TO CONSIDER TO MAKE INVESTMENT PURSUANT TO THE PROVISION OF SECTION 179 (3)(e) OF THE COMPANIES ACT, 2013 AND SEBI

The Board of Directors shall place the Proposal to utilize the surplus funds of the Company by making an investment in the equity shares of Sodhani Academy of Fintech Enablers Ltd. of amount upto Rs.150/- Crore (One Crore and Fifty Lakhs Only). The Board shall discuss the same and may pass the following resolution:

"**RESOLVED THAT** pursuant to the Section 179 (1) (e), and other applicable provisions of the Companies Act, 2013, an in compliance with applicable SEBI Regulations, the consent of the Board of

OASIS SECURITIES LTD.

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CIN: L51900MH1986PLC041499 •Website: www.oasiscaps.com

Directors be and is hereby accorded to make the investment of Rs. upto Rs.1.50/- Crore *(One Crore and Fifty Lakhs Only)* in the equity shares of "**Sodhani Academy of Fintech Enablers Ltd**on such terms and conditions as may be determined by the board.

RESOLVED FURTHER THAT Mr. Rajesh Kumar Sodhani, Managing Director of the Company be and is hereby accorded to do all the needful formalities including filing of the requisite E forms with the Ministry of Corporate Affairs."

12.<u>TO TAKE APPROVAL OF THE NOTICE OF EXTRA ORDINARY GENERALMEETING TO BE HELD ON 11ThFEBRUARY 2025.</u>

The draft notice of the Extra-Ordinary General Meeting of the members of the company shall be placed before the board. The board shall review and discuss the matter, and the following resolution is proposed to be passed in this regard:

"**RESOLVED THAT** the Extra Ordinary General Meeting of the company, be convened on Wednesday, 11thFebruary 2025 at 12:00 P.M. as per the Notice, a draft of which was placed in the meeting and said notice duly signed by Mr. Rajesh Kumar Sodhani, Managing Directorof the Company on behalf of the Board, be sent to members."

13.<u>TO REVIEW PERFORMANCE OF THE COMPANY</u>

Board to review company's working performance over the period starts from the date of last

14. <u>TO DISCUSS ANY OTHER MATTER WITH THE PERMISSION OF THE CHAIRMAN</u>

Board may discuss any other matter with the permission of the Chairman of the meeting.

For and on behalf of the Board of Directors of
Oasis Securities Limited
For OASIS SECURITIES LTD.

Rajesh Sodhani

Rajesh Kumar Sodhani Director's
Managing Director
DIN: 02516856

Date: 13/01/2025
Place: Jaipur