



CUBICAL  
FINANCIAL  
SERVICES  
LIMITED

Regd. Office : 456, Aggarwal Metro Heights,  
Netaji Subhash Place, Pitampura, Delhi-110034  
Telefax : 011-47057757 | E-mail : cubfinser@yahoo.com  
Website : cubical90.com  
CIN No. : L65993DL1990PLC040101

## NOTICE OF EXTRA - ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting (the "Meeting"/ "EGM") of the members of **Cubical Financial Services Limited** (the "Company") will be held on **Monday, June 15, 2026** at 12:30 P.M. Indian Standard Time ('IST') through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') to transact the following business:

### SPECIAL BUSINESS:

#### ITEM NO. 1: INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE (I.E. CLAUSE V) OF MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY

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

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 and in accordance with the provisions in the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be considered necessary from appropriate Authorities and based on the recommendation of the Board of Directors, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 13,51,00,000 (Rupees Thirteen Crore Fifty-One Lakh only) divided into 6,75,50,000 (Six Crore Seventy-Five Lakh Fifty Thousand) Equity Shares of Face Value of Rs. 2/- each to Rs. 29,51,00,000/- (Rupees Twenty Nine Crore Fifty One Lakhs Only) divided into 14,75,50,000 (Fourteen Crore Seventy Five Lakhs Fifty Thousands) Equity Shares of Face Value of Rs. 2/- each ranking pari - passu with the existing shares in all respects;

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company be and hereby substituted as follows:

***"V. The Authorised share capital of the Company is Rs. 29,51,00,000/- (Rupees Twenty-Nine Crore Fifty One Lakhs Only) divided into 14,75,50,000 (Fourteen Crore Seventy Five Lakhs Fifty Thousand) Equity Shares of Rs. 2/- each.***

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company be and is hereby authorized to do all such things, acts, deeds and matters as may be considered necessary, usual, proper or expedient to give effect to the above resolution, including but not limited to incorporation of amendment / suggestion / observation made by the jurisdictional Registrar of Companies, to the extent applicable, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."



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## **ITEM NO. 2: ISSUANCE OF EQUITY SHARES BY WAY OF PREFERENTIAL ISSUE:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the “Act”), the Memorandum and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Foreign Exchange Management Act, 1999, the Reserve Bank of India and rules and regulations framed there under as amended, the Securities and Exchange Board of India (“SEBI”), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“Listing Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) as in force the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (the “SEBI (ICDR) Regulations”) to the extent applicable and approvals including from the BSE Limited (the “Stock Exchanges”), Reserve Bank of India (“RBI”) and all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and subject to such approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case maybe) by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot on a preferential basis at an appropriate time, in one or more tranches, upto 8,00,00,000 (Eight Crore) fully paid up equity shares (“Equity Shares”) face value of Rs. 2/- (Rupees Two Only) each at an Issue price of Rs. 2.50/- (Rupees Two and Fifty Paise only) including a premium of Rs. 0.50/- (Rupees Fifty paise only) each aggregating to Rs. 20,00,00,000/- (Rupees Twenty Crore Only) (“Preferential Issue”), to the persons mentioned herein below (collectively referred to as “Proposed Allottees”) as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members in the manner provided hereunder;

Sr. No.	Name of Proposed Allotees	Maximum Number of Equity Shares to be Allotted	Consideration (Amount in Rs.)
1.	Manoj Agrawal	3,11,00,000	7,77,50,000
2.	Amit Kumar Saraogi	3,11,00,000	7,77,50,000
3.	Shikha Agrawal	44,50,000	1,11,25,000
4.	Manoj Agrawal HUF	44,50,000	1,11,25,000
5.	Kanchan Saraogi	89,00,000	2,22,50,000
<b>Total</b>		<b>8,00,00,000</b>	<b>20,00,00,000</b>



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**RESOLVED FURTHER THAT** the “Relevant Date” for the issue and allotment of the equity shares by way of a preferential issue, as per the SEBI (ICDR) Regulations, 2018 for determination of minimum price for the issue of said equity shares is **Friday, May 15, 2026**, being 30 days prior to date on which the resolution is deemed to be passed i.e., the date of Extra Ordinary General Meeting dated **June 15, 2026**;

**RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- a) The equity shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialized form within period of 15 (Fifteen) days from the date of passing of this Special Resolution or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations, provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority (including but not limited to the Stock Exchanges, RBI and/ or SEBI), the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission;
- b) The Subscription Shares to be issued and allotted shall be fully paid-up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company
- c) The equity shares to be offered, issued and allotted shall be subject to lock-in as provided under the applicable provisions of Chapter V of the SEBI (ICDR) Regulations, 2018, and applicable laws, as amended from time to time;
- d) The pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 and applicable laws, as amended from time to time;
- e) The equity shares so offered, issued and allotted will be listed on BSE Limited where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- f) The equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove;
- g) The Allottees shall be required to bring in 100% of the consideration for the relevant Subscription Shares on or before the Date of Allotment thereof.
- h) The consideration for allotment of the relevant Subscription Shares shall be paid to the Company from the bank account of Allottees, respectively.

Without prejudice to the generality of the above, the issue of Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof;

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act and subject to receipt of such



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approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the proposed allottees and issue a private placement offer cum application letter in the Form PAS-4 to the proposed allottees inviting to subscribe to the Equity Shares in accordance with the provisions of the Act;

**RESOLVED FURTHER THAT** any of the Director of the board or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with Stock Exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental / regulatory authorities to give effect to the aforesaid resolution;

**RESOLVED FURTHER THAT** the Board or Company Secretary be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Subscription Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any Regulatory Authorities involved in or concerned with the issue of the Equity Shares; making applications to the Stock Exchanges for obtaining in-principle approvals; listing and trading of Equity Shares; filing requisite documents with the MCA and other Regulatory Authorities; filing of requisite documents with the depositories viz. NSDL and CDSL; to resolve and settle any questions and difficulties that may arise in the preferential offer; issue and allotment of the Subscription Shares; to finalise, sign, modify and execute all documents/ declarations/ undertakings/ certificates in respect of the preferential issue, as required under the applicable laws; and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive;

**RESOLVED FURTHER THAT** a copy of the aforesaid resolution certified to be true by anyone of the Directors of the Company or the Company Secretary of the Company be furnished to the appropriate authorities with a request to act thereon."

**ITEM NO. 3: ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY IN ACCORDANCE WITH THE COMPANIES ACT, 2013.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 13, 15 and other applicable provisions of Companies Act, 2013, read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and term(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any committee), consent of the members be and is hereby accorded to adopt the new set of Memorandum of Association as per Companies Act, 2013 in place of the existing Memorandum of Association;



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**RESOLVED FURTHER THAT** the board of directors of the company be and is hereby authorised to make necessary filings with the Registrar of Companies and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**ITEM NO. 4: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY IN ACCORDANCE WITH COMPANIES ACT, 2013:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of Companies Act, 2013, read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regards from appropriate authorities and term(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any committee), consent of the members be and is hereby accorded to adopt the new set of Articles of Association as per the Companies Act, 2013 in place of the existing Articles of Association;

**RESOLVED FURTHER THAT** the board of directors of the company be and is hereby authorised to make necessary filings with the Registrar of Companies and to do all acts and take all such steps as may be necessary, proper or expedient to give effects to this resolution.”

**By Order of Board  
For Cubical Financial Services Limited**

**Date:** May 15, 2026

**Place:** New Delhi

**Registered Office:**

456, Aggarwal Metro Heights,  
Netaji Subhash Place, Pitampura,  
New Delhi, India, 110034

Sd/-  
**Ashwani Kumar Gupta**  
**Managing Director**  
DIN: 00348616

## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act') and the Secretarial Standard - 2 on General Meeting ('SS-2'), setting out the material facts concerning each item of Special Business to be transacted at the meeting is annexed to this Notice.
2. Since this EGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporate are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Corporate members intending to attend/vote at EGM through VC / OAVM by their respective authorized representative(s) pursuant to section 113 of the Companies Act, 2013 to are requested to send their authorizations/ resolutions/ power of attorney to the Scrutinizer by e-mail on [cssumitbajaj@gmail.com](mailto:cssumitbajaj@gmail.com) with a copy marked to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) at the Extraordinary General Meeting of the Company.
4. Pursuant to the Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 09/2024 and 03/2025 dated September 22, 2025 respectively (**collectively referred to as 'MCA Circulars'**) and Securities and Exchange Board of India ('SEBI') vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2 /CIR/P/2022/62 dated May 12, 2020, and SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated 3 October 2024 and 12 December 2024 respectively (**collectively referred to as 'SEBI Circulars'**), permitted the holding of the EGM through VC/OAVM. In compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the MCA Circulars and the SEBI Circulars, the EGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the EGM.
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) 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 EGM. 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 EGM will be provided by CDSL. 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. The facility of participation at the AGM/EGM 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 EGM without restriction on account of first come first served basis.
6. 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.
7. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. Since this EGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI

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.

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.cubical90.com](http://www.cubical90.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
9. The cut-off date for determining the eligibility of members to exercise remote e-Voting rights and attendance at EGM is 08<sup>th</sup> June, 2026. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on this cut-off date, shall be entitled to avail the facility of remote e-Voting or voting at the meeting through electronic mode. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
10. The remote e-Voting period for all items of businesses contained in this notice of EGM shall commence from 12<sup>th</sup> May, 2026 at 9:00 A.M. (IST) and will end on 14<sup>st</sup> May, 2026 at 5:00 P.M. (IST). The e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.
11. SEBI has mandated submission of Permanent Account Number ('PAN') by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their DPs and Members holding shares in physical form can submit their PAN details to the Company's RTA. SEBI Circular SEBI/HO/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 read together with SEBI Circular(s) SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated November 3, 2021, SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/687 dated December 14, 2021, mandates all the listed companies to record the valid PAN, Address with PIN code, Email ID, Mobile Number, Bank Account Details, Specimen Signature and Nomination by holders of physical securities. Members were requested to ensure that above details are updated with the RTA.
12. 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.
13. Further, SEBI Circular No. SEBI/HO/ MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, a special window for a period of six months from July 07, 2025 to January 06, 2026 has been made available only for re-lodgment of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/returned/not attended due to deficiency in the documents/process/or otherwise. All shares re-lodged during this period will be processed through the transfer-cum-demat route, i.e. they will only be issued in dematerialized (demat) form after transfer.
14. The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection without any fee by the members during the EGM. Members seeking to inspect such documents can send an email on [cubfinser@yahoo.com](mailto:cubfinser@yahoo.com).

15. All the documents referred to in the accompanying Notice as well as the other documents are open for inspection at the registered office of the Company on all working days except Saturday, Sunday and holidays between 11:00 A.M. to 1:00 P.M. (IST) up to the date of EGM. Members seeking to inspect such documents can send an email to [cubfinser@yahoo.com](mailto:cubfinser@yahoo.com).
16. Members are requested to notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
17. Members holding shares in single name in physical form are advised to make nomination in respect of their shareholding in the Company and for cancellation and variation of nomination in Form SH- 13 and SH-14, respectively, the same forms can be obtained from the Registrar and Transfer Agent of the Company.
18. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio.
19. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:
  - a) Change in their residential status on return to India for permanent settlement.
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
20. The Board of Directors of the Company has appointed **Mr. Sumit Bajaj, proprietor of M/s Sumit Bajaj & Associates** (Practicing Company Secretaries) as Scrutinizer to scrutinize the e-voting during the EGM and remote e-voting process in a fair and transparent manner.
21. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first download the votes casted at the EGM and thereafter unblock the votes casted through remote e-voting and shall within two 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.
22. 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.cubical90.com](http://www.cubical90.com) and the website of CDSL 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 favor of the resolutions.
23. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
24. Shareholders can send their queries/complaints, if any, on an exclusive designated e-mail id: [cubfinser@yahoo.com](mailto:cubfinser@yahoo.com). The shareholders are requested to send their queries, if any, on Annual Report, to the Company Secretary, not less than 7 days before the date of meeting, so that the requisite information/ explanations can be provided in time.
25. Members may address all the correspondences relating to change of address, share transfer, transmission, nomination etc. to the RTA at the below mentioned addresses:

Beetal Financial & Computer Services (P) Ltd.  
Unit: Cubical Financial Services Limited  
Beetal House, 3rd Floor, 99 Madangir, Behind LSC, Near Dada Harsukhdas Mandir, New Delhi-110062

Email: beetal@beetalfinancial.com  
Tel: 011-29961281-83

26. Updation of Permanent Account Number (PAN)/ Bank Account Details of Members:

The Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated registration of PAN and Bank Account Details for all security holders. Members holding Shares in physical form are therefore requested to submit their PAN and Bank Account details to Share Transfer Agent of the Company along with self-attested copy of PAN and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of Bank passbook/statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

27. Updation of Member's Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company / Share Registrars and Transfer Agents to record additional details of members, including their PAN details, email address, bank details for payment of dividend etc. A form for compiling the additional details is appended in this Notice. Members holding shares in physical form are requested to submit the filled in form to the Company or its Share Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

28. SEBI has decided that securities of listed companies can be transferred only in dematerialized form, from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.

[Voting Through Electronic Means:](#)

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

The remote e-voting period begins on Friday, **June 12, 2026 at 09:00 A.M.** (IST) and ends on **Sunday, June 14, 2026 at 05:00 P.M.** (IST). The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. **Monday, June 08, 2026** 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 **Monday, June 08, 2026**.

**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 voting period begins on **June 12, 2026 at 09:00 A.M.** at 09:00 A.M. and ends on **Sunday, June 14, 2026 at 05:00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Monday, June 08, 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 at the meeting venue.

(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 shareholder's /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 **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	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>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 &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>

Individual Shareholders holding securities in demat mode with NSDL Depository	<p>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 &amp; voting during the meeting</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
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
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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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 Remote e-Voting 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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- (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 CUBICAL FINANCIAL SERVICES 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](http://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](mailto: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; [cssumitbajaj@gmail.com](mailto:cssumitbajaj@gmail.com) and [cubfinsr@yahoo.com](mailto:cubfinsr@yahoo.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**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 [cubfinser@yahoo.com](mailto:cubfinser@yahoo.com) and [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com)
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.

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

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for Remote 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 Remote 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 EGM.
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 atleast 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cubfinser@yahoo.com](mailto:cubfinser@yahoo.com). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cubfinser@yahoo.com](mailto:cubfinser@yahoo.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 EGM 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 EGM.
10. If any Votes are casted by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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, Assistant Vice President, (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](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911.

**Date:** May 15, 2026

**Place:** New Delhi

**Registered Office:**

456, Aggarwal Metro Heights,  
Netaji Subhash Place, Pitampura,  
New Delhi, India, 110034

**By Order of Board of Directors**  
Cubical Financial Services Limited

Sd/-

**Ashwani Kumar Gupta**  
**Managing Director**  
DIN: 00348616

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, ANNEXURE TO AND FORMING PART OF THE NOTICE DATED 15<sup>TH</sup> MAY, 2026:**

**ITEM NO.1**

The present Authorized Share Capital of the Company is Rs. 13,51,00,000 (Rupees Thirteen Crore Fifty-One Lakh only) divided into 6,75,50,000 (Six Crore Seventy-Five Lakh Fifty Thousand) Equity Shares of Face Value of Rs. 2/- each

Considering the increased fund requirements of the Company, the Board at its Meeting held on May 15, 2026, had accorded its approval for increasing the Authorised Share Capital from existing Rs. 13,51,00,000 (Rupees Thirteen Crore Fifty-One Lakh only) divided into 6,75,50,000 (Six Crore Seventy Five Lakh Fifty Thousand) Equity Shares of Face Value of Rs. 2/- each to Rs. 29,51,00,000/- (Rupees Twenty Nine Crore Fifty One Lakhs Only) divided into 14,75,50,000 (Fourteen Crore Seventy Five Lakhs Fifty Thousands) Equity Shares of Face Value of Rs. 2/- each.

Consequently, Clause V of the Memorandum of Association ("MOA") would also require alteration so as to reflect the changed Authorized Share Capital. The existing Clause V of the MOA shall be substituted with the following:

***"V. The Authorised share capital of the Company is Rs. 29,51,00,000/- (Rupees Twenty Nine Crore Fifty One Lakhs Only) divided into 14,75,50,000 (Fourteen Crore Seventy Five Lakhs Fifty Thousands) Equity Shares of Rs. 2/- each.***

A copy of the Memorandum of Association of the Company duly amended will be available for inspection during business hours. None of the Directors of the Company or their relatives is in any way concerned or interested, financially or otherwise in the said resolution. The consent of the members is, therefore, being sought for passing the aforesaid resolution as set out in the notice as an Ordinary Resolution.

The Board, therefore, recommends resolutions set out under business item no. 1 for approval of the shareholders by way of an Ordinary Resolution.

**ITEM NO.2**

In order to augment the long term resources of the Company for meeting the requirements for the ongoing and future operations of the Company, working capital requirements of the Company and general corporate purposes including but not limited to pursuing new business opportunities, The Board of Directors in their meeting held on May 15, 2026 has accordingly, subject to the approval of members, authorized the Company to issue and allot by way of a preferential issue, from time to time and in one or more tranches 8,00,00,000 (Eight Crore) equity shares of face value of Rs. 2/- (Rupees Two Only) each of the Company, on a Preferential Basis ('Preferential Issue'), at an Issue price of Rs. 2.50/- (Rupees Two and Fifty Paise only) or such higher price as may be arrived in accordance with the applicable provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, aggregate sum of up to Rs. 20,00,00,000/- (Rupees Twenty Crore Only) on a preferential allotment basis ('Preferential Offer') to the proposed allottees and such issuance will be in accordance with the provisions of Section 23, 42 and 62(1) of the Companies Act 2013, as amended, read with Companies (Prospectus and Allotment of Securities) Rules 2014, and Companies (Share Capital and Debentures) Rules 2014, as amended, ICDR Regulations,

The proposed issue of capital is subject to the applicable regulations issued by SEBI and any other government / regulatory approvals, consent, permission as may be required in this regard. Pursuant to Section 23, 42 and 62(1) of the Companies Act 2013, as amended, read with Companies (Prospectus and Allotment of Securities) Rules 2014, and Companies (Share Capital and Debentures) Rules 2014,

as amended, Chapter V of ICDR Regulations, Listing Regulations and such other acts/ rules/ regulations as may be applicable and subject to necessary approval of the shareholders of the Company at the ensuing Extra-Ordinary General Meeting (EGM) to be held on June 15, 2026 and other regulatory authorities, as may be applicable and the listing requirements of the Stock Exchange, whenever it is proposed to increase the subscribed capital of a company by a further issue of shares, such shares need to be offered to the existing Members in the manner prescribed in the said section and the listing requirements unless the Members decide otherwise by way of a special resolution.

Pursuant to this Preferential Issue and Share Purchase Agreement (“SPA”) dated 15<sup>th</sup> May, 2026, the proposed allottees (i.e. Mr. Manoj Agrawal (Acquirer-1) And Mr. Amit Kumar Saraogi (Acquirer-2) (Hereinafter Collectively Referred To As “Acquirers”) Together With ‘Mrs. Shikha Agrawal’ (PAC-1), ‘M/S Manoj Agrawal HUF’ (PAC-2) And ‘Mrs. Kanchan Saraogi’ (PAC-3) (Hereinafter Referred To As “PACS”) has made a mandatory open offer for acquisition of up to 26% (twenty six per cent) of the expanded voting share capital of the Company, from the public shareholders of the Company, pursuant to and in compliance with the requirements of Regulations 3 and Regulation 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI (SAST) Regulations”), as amended (the “Open Offer”).

Upon closing of Open Offer Period, the Proposed Allotees will acquire and exercise control over the Company and be classified as a ‘promoter’ of the Company in accordance with the terms of the SPA and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”). If as a result of acquisition of Equity Shares pursuant to the Preferential Issue and the Open Offer, the public shareholding in the Company falls below the minimum public shareholding requirement as per Securities Contracts (Regulation) Rules, 1957, as amended, and the SEBI Listing Regulations, then the Investor and the Existing Promoters have agreed to take necessary steps to bring down their shareholding in order to ensure that the Company satisfies the minimum public shareholding requirements, within the time prescribed under applicable law.

**Necessary information/ disclosures in respect of the proposed Preferential Issue in terms of Companies Act, 2013 and Regulation 163 of Chapter V of the SEBI (ICDR) Regulations and other applicable laws are as provided herein below**

**1. Particulars of the Preferential Issue including date of passing of Board resolution and maximum number of specified securities to be issued:**

The Board of Directors at its meeting held on May 15, 2026, had, subject to the approval of the Members and such other approvals as may be required, approved the issuance upto 8,00,00,000 (Eight Crore) equity shares of face value of Rs. 2/- (Rupees Two Only) each of the Company, on a Preferential Basis (‘Preferential Issue’), at an Issue price of Rs. 2.50/- (Rupees Two and Fifty Paise only) or such higher price as may be arrived in accordance with the applicable provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (‘SEBI ICDR Regulations’) aggregating to Rs. 20,00,00,000/- (Rupees Twenty Crore Only) on a preferential allotment basis (‘Preferential Offer’) to the proposed allottees and such issuance will be in accordance with the provisions of Section 23, 42 and 62(1) of the Companies Act 2013, as amended, read with Companies (Prospectus and Allotment of Securities) Rules 2014, and Companies (Share Capital and Debentures) Rules 2014, as amended, ICDR Regulations,

The details of the proposed allottees are as follows:

Sr. No.	Name of the Proposed Allottees	No. of Equity Shares to be allotted
1.	Manoj Agrawal	3,11,00,000

2.	Amit Kumar Saraogi	3,11,00,000
3.	Shikha Agrawal	44,50,000
4.	Manoj Agrawal HUF	44,50,000
5.	Kanchan Saraogi	89,00,000
<b>Total no of Equity Shares to be issued</b>		<b>8,00,00,000</b>

## 2. Objects of the Preferential Issue and aggregate amount proposed to be raised:

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following objects:

1. For deployment in the business operations of the Company, including growth of its asset book through lending activities
2. Up to 25% (Twenty-Five Percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as "General Corporate Purposes")

Utilization of Issue Proceeds:

(Rs. In Lakhs)			
Sr. No.	Particulars	Amount	Tentative Time Period up to which the amount shall be utilized.
1.	For deployment in the business operations of the Company, including growth of its asset book through lending activities	1,500.00	On or before end of this Financial Year i.e. March 31, 2027
2.	Other General corporate Purpose	500.00	On or before end of this Financial Year i.e. March 31, 2027
<b>Total</b>		<b>2,000.00</b>	

In terms of NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and BSE Circular No. 20221213-47 dated December 13, 2022, the amounts specified for the aforementioned Objects may deviate +/- 10% depending upon future circumstances and given that the Objects are based on management estimates and other commercial and technical factors.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board/Committee, in accordance with applicable laws.

Interim Use of Proceeds:

Our management will have flexibility in deploying the proceeds received by the Company from Preferential Issue in accordance with applicable laws. Pending utilisation for the purposes described above, the Company intends to temporarily invest funds in creditworthy instruments, including money market mutual funds and deposits with banks. Such investments would be in accordance with the investment policies as approved by the Board of Directors from time to time and applicable laws.

Monitoring of Utilization of Funds:

Since the proceeds from the Issue are not more than Rs.100 Crores, in terms of Regulation 162A of Chapter V of SEBI (ICDR) Regulations, 2018 the company would not require to appoint the Monitoring Agency to monitor the use of proceeds of this preferential issue in due course.

### **3. Relevant date:**

The Relevant date as per the ICDR Regulations for the determination of the price per Equity Share pursuant to the preferential allotment is Friday, 15<sup>th</sup> May, 2026 ("Relevant Date") (i.e. 30 days prior to the date of proposed EGM which is Monday, June 15, 2026) to approve the proposed preferential issue.

### **4. Basis on which the price has been arrived at and justification for the price (including premium, if any):**

The Equity Shares of the Company is listed on BSE Limited ("Stock Exchange") and the shares were frequently traded on and the trading volume of Equity Shares of the Company was higher on BSE Limited during the preceding 90 trading days prior to the Relevant Date for computation of issue price.

In terms of the provisions of Regulation 164(1) of ICDR Regulations, the price at which Equity Shares shall be allotted shall not be less than higher of the following:

- a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- b. the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date.

Accordingly, as per the Regulation 164 of SEBI (ICDR), Regulations, 2015 minimum price per share calculated is Rs. 2.44 (Rupees Two and Forty-Four Paise Only) on preceding the relevant date and the price per Equity Shares to be issued is fixed at Rs. 2.50/- (Rupees Two and Fifty Paise Only) which shall be higher than the price as computed under Regulation 164 of SEBI (ICDR) Regulations, 2018.

Since the equity shares of the Company have been listed on the recognized Stock Exchange for a period of more than 90 trading days prior to the relevant date, it is not required to re-compute the price per share to be issued and therefore, the Company is not required to submit the undertaking specified under the Regulations 163(1)(g) and 163(1)(h) of the SEBI (ICDR) Regulations, 2018 as amended as on date.

### **5. Report of Independent Registered Valuer:**

In accordance with Regulation 166A of the ICDR Regulations, considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, the company has obtained valuation report dated May 15, 2026, from Mr. Hitesh Jhamb, an Independent Registered Valuer (IBBI Regd. No. IBBI/RV/11/2019/12355) having office at 270A, First Floor, Patparganj, Mayur Vihar-I, New Delhi-110091 ("Valuation Report") and the price determine by such independent registered valuer is Rs. 2.44 (Rupees Two and Forty Four Paise Only) and same has been published on the website [www.cubical90.com](http://www.cubical90.com).

### **6. Intent of the Promoters, Directors or Key Managerial Personnel of the Company**

None of the Promoters/ Promoters Group, Directors or Key Managerial Personnel, Senior Management or their relatives intend to subscribe to any of the Equity Shares pursuant to the Preferential Issue.

### **7. Time frame within which the allotment shall be completed:**

Pursuant to Regulation 170(3) of the SEBI (ICDR) Regulations, The equity shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (Fifteen) days from the date of receipt of Member's approval, provided that, where the issue and allotment of the said equity

shares is pending on account of pendency of any approval by any Regulatory Authority (including, but not limited to the BSE Limited, RBI and/or SEBI), MCA or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or such other time as may be prescribed or permitted by the SEBI, RBI, Stock Exchanges or other relevant authorities.

#### 8. Equity Shareholding Pattern before and after the Preferential Issue:

Sr. No.	Category of Shareholder	Pre-Issue#		No. of shares to be allotted (Present Issue)	Post Issue*	
		No. of Share Held	% of Share Holding		No. of Share Held	% of Share Holding
A.	Promoters & Promoter Group Holding					
1	Indian					
a.	Individual	20075137	30.80	8,00,00,000	100075137	68.94
b.	Body Corporate	-	-	-	-	-
	Sub Total	20075137	30.80	8,00,00,000	100075137	68.94
2	Foreign promoter	-	-	-	-	-
	<b>Sub Total (A)</b>	<b>20075137</b>	<b>30.80</b>	<b>8,00,00,000</b>	<b>100075137</b>	<b>68.94</b>
B.	Non-promoter holding					
1.	Institutional Investor					
a.	Foreign Portfolio Investors Category II	-	-	-	-	-
b.	Any Other (specify) Market Maker	-	-	-	-	-
2.	Non-Institutional					
a.	Key Managerial Personnel	5	0.00	-	5	0
b.	Investor Education and Protection Fund (IEPF)					
c.	Body Corporate	7463833	11.45	-	7463833	5.14
d.	Resident Individuals holding nominal share capital upto Rs. 2 lakhs	15089857	23.15	-	15089857	10.39
e.	Resident Individuals holding nominal share capital in excess of Rs. 2 Lakhs	21775246	33.41	-	21775246	15.00
f.	Non-Resident Indians	156453	0.24	-	156453	0.11
g.	Any other	609469	0.94	-	609469	0.42
	<b>Sub Total (B)</b>	<b>45094863</b>	<b>69.20</b>	<b>-</b>	<b>45094863</b>	<b>31.06</b>
	<b>Grand Total (A+B)</b>	<b>65170000</b>	<b>100.00</b>	<b>-</b>	<b>145170000</b>	<b>100.00</b>

#As on March 31, 2026.

\*The post-Preferential Issue share shareholding pattern reflects: (a) the current paid-up equity share capital of the Company together with the 8,00,00,000 Equity Shares of the Company proposed to be allotted to the allottees by way of the Preferential Issue; and (b) the reclassification of the allottees from public shareholders to the promoter / promoter group category. The above does not include any Equity Shares that may be allotted pursuant to exercise of employee stock options.

Note: The Proposed Allotees are presently categorised as public shareholders of the Company. However, upon closing of open offer period the allottees will acquire and exercise control over the Company and be classified as a 'promoter' of the Company in accordance with and subject to the terms in the Investment Agreement and the provisions of the SEBI Listing Regulations. Further, the person acting in concert with the Investor for the purpose of the Open Offer, will be classified as a member of the promoter group of the Company.

**9. 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:**

Sr. No.	Name of the Proposed Allottees	Name of beneficial owners of proposed allottee of Equity Share
1.	Manoj Agrawal HUF	Manoj Agrawal

**10. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:**

Sr. No.	Name of the Proposed Allottees	Pre- issue Shareholding (No. of Shares)	Pre-issue Shareholding (%)	No. of Shares to be allotted	Post- issue Shareholding (No. of Shares)	Post issue Shareholding (%)
1.	Manoj Agrawal	Nil	Nil	31100000	31100000	21.42
2.	Amit Kumar Saraogi	Nil	Nil	31100000	31100000	21.42
3.	Shikha Agrawal	Nil	Nil	4450000	4450000	3.07
4.	Manoj Agrawal HUF	Nil	Nil	4450000	4450000	3.07
5.	Kanchan Saraogi	Nil	Nil	8900000	8900000	6.13
TOTAL		Nil	NIL	80000000	80000000	55.11

**11. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:**

Presently, the allottees is not categorized as a promoter or member of promoter group of the Company. However, upon closing of open offer period, the Acquirers will acquire and exercise control over the Company and become a 'promoter' of the Company along with the Existing Promoters in accordance with the provisions of the SEBI Listing Regulations and the person acting in concert with the Investor for the purpose of the Open Offer, shall be classified as a member of the promoter group of the Company.

Sr. No.	Name of the Proposed Allottees	Current Status	Post Status
1	Manoj Agrawal	Nil	Promoter
2	Amit Kumar Saraogi	Nil	Promoter
4	Shikha Agrawal	Nil	Promoter Group
5	Manoj Agrawal HUF	Nil	Promoter Group
6	Kanchan Saraogi	Nil	Promoter Group

**12. Change in control, if any in the Company that would occur consequent to the preferential offer:**

There shall change in the management or control of the Company pursuant to the issue of the Equity Shares.

Pursuant to this Preferential Issue and Share Purchase Agreement ("SPA") dated 15th May, 2026, the proposed allottees (i.e. Mr. Manoj Agrawal (Acquirer-1) And Mr. Amit Kumar Saraogi (Acquirer-2) (Hereinafter Collectively Referred To As "Acquirers") Together With 'Mrs. Shikha Agrawal' (PAC-1),

'M/S Manoj Agrawal HUF' (PAC-2) And 'Mrs. Kanchan Saraogi' (PAC-3) (Hereinafter Referred To As "PACS") has made a mandatory open offer for acquisition of up to 26% (twenty six per cent) of the expanded voting share capital of the Company, from the public shareholders of the Company, pursuant to and in compliance with the requirements of Regulations 3 and Regulation 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations"), as amended (the "Open Offer").

Upon closing of Open Offer Period, the Proposed Allotees will acquire and exercise control over the Company and be classified as a 'promoter' of the Company in accordance with the terms of the SPA and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations").

**13. Undertaking as to re-computation of price and lock-in of specified securities:**

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 trading days, the price re-computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI ICDR Regulations are not applicable.

**14. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

During the financial year 2026-27, the Company has not made any allotment on preferential basis.

**15. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not Applicable

**16. Lock-in period:**

The Equity Shares allotted pursuant to this resolution as above shall be subject to a lock-in for such period as specified under Regulation 167 of Chapter V of the SEBI ICDR Regulations.

**17. Listing:**

The Company will make an application to BSE Limited where the existing Equity Shares are presently listed, for listing of the Equity Shares. Such Equity Shares, once allotted, shall rank-pari passu with the then existing Equity Shares, in all respects, including voting rights and dividend.

**18. Practicing Company Secretary Certificate:**

A certificate from Mr. Sumit Bajaj (ACS No 45042, CP No: 23948), Practicing Company Secretary, certifying that the preferential issue of Equity Shares is being made in accordance with requirements of ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website at the link [www.cubical90.com](http://www.cubical90.com).

**19. Recommendations and voting pattern of the Independent Directors Committee of the Company:**

The Independent Directors Committee ("IDC"), at its meeting held on May 15, 2026, has considered the proposal of the Company to undertake the Preferential Issue to the Investor. The IDC considered that the issue price of Rs. 2.50/- (Indian Rupees Two and Fifty Paise Only) per Subscription Share has been determined in accordance with the SEBI (ICDR) Regulations taking into account the Valuation Report which sets out and has taken into consideration various valuation approaches along with the

rationale provided for weightages given to each of the valuation approaches and the justification provided by the Valuer for their assessment. The issue price also includes a control premium on account of change in control of the Company pursuant to the Preferential Issue and upon completion of the Open Offer. Thus, IDC is of the view that the issue price of Rs. 2.50/- (Indian Rupees Two and Fifty Paise Only) per Subscription Share and the proposed Preferential Issue is fair and reasonable. The voting pattern of the meeting of the IDC held on May 15, 2026, is set out below:

<b>Name of Committee Member</b>	<b>Category</b>	<b>Vote Cast</b>
Subhash Kumar Changoiwala	Independent Director	In Favour
Ram Gopal Dalmia	Independent Director	In Favour

**20. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower:**

Neither the Company nor any of its promoters and directors is a wilful defaulter or fraudulent borrower or a fugitive economic offender and thus is not required to make disclosures as specified in Schedule VI of SEBI ICDR Regulations.

**21. Other disclosures/undertaking**

- i. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations and other applicable laws;
- ii. The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations is not applicable.
- iii. None of its Directors or promoters are fugitive economic offenders as defined under the ICDR Regulations.
- iv. The Company does not have any outstanding dues to SEBI, Stock Exchange or any of the depositories;
- v. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principal approval is made by the Company to the stock exchange where its equity shares are listed;
- vi. The Company shall be making application seeking in-principal approval to the stock exchange, where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of a special resolution;
- vii. The Company is in compliance with the conditions for continuous listing;
- viii. The Proposed Allotees has confirmed that it (a) has not sold or transferred any Equity Shares during the 90 trading days preceding the Relevant Date, and (b) is eligible under the SEBI (ICDR) Regulations to participate in the Preferential Issue;
- ix. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only;

- x. No person belonging to the promoters / promoter group has previously subscribed to any Equity Shares of the company during the last one year;
- xi. 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.
- xii. The Company has complied with the applicable provisions of the Companies Act, 2013 and rules made thereunder. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI (ICDR) Regulations, 2018 provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

Accordingly, the approval of the Members of the Company is hereby sought by way of Special Resolution for authorizing the Board of Directors of the Company to offer, issue and allot convertible Equity Shares as specifically described in the resolutions set out at Item No.2 of this Notice.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this EGM Notice. Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

The Board believes that the proposed issue of Equity Shares is in the best interest of the Company and its Members and therefore recommends the item mentioned in Item No. 2 to be approved by a Special Resolution.

#### **ITEM NO.3:**

The Companies Act, 2013 ("the Act") is now largely in force and most of the sections have been notified. The existing Memorandum of Association ("MOA") of the Company is based on Companies Act, 1956 and not only do several regulations of the existing MOA contains references to the specific sections of the Companies Act, 1956, but also some regulations are no longer in conformity with the Act.

The object clause (Clause III) of the Memorandum of Association ("MOA") of the Company, as presently in force, is based on the erstwhile Companies Act, 1956. According to the Companies Act, 2013, the companies are required to have only "the objects to be pursued by the company and matters which are necessary for furtherance of the objects specified". The new set of MOA to be substituted in place of the existing MOA are in the format prescribed under 'Table A' of the Act which sets out the model MOA for a Company limited by shares. Copy of the draft Memorandum of Association of the Company would be available for inspection by the members at the Registered Office/Corporate Office of the Company on any working day between 2 P.M. to 4 P.M. upto the date of the ensuing EGM and also at the venue of the meeting.

None of the Directors, Key Managerial Personnel and their relatives, if any, are concerned / interested (financially or otherwise) in the aforesaid resolutions except to the extent of their shareholding in the Company.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No.03 as Special Resolution.

#### **ITEM NO.4:**

The Articles of Association (“AOA”) of the Company as presently in force are based on the erstwhile Companies Act, 1956 and several regulations in the existing AOA are no longer in conformity with the Companies Act, 2013. Further several regulations / articles of the existing AOA of the Company require alteration or deletion pursuant to changes in applicable laws. Therefore, it is considered expedient to wholly replace the existing AOA by a new set of Articles.

The Regulations contained in Table ‘F’ of the First Schedule to the Companies Act, 2013 shall not apply to the Company except in so far as they are embodied in the Articles. Copy of the draft Articles of Association of the Company would be available for inspection by the members at the Registered Office/ Corporate Office of the Company on any working day between 2 P.M. to 4 P.M. upto the date of the ensuing EGM and also at the venue of the meeting.

None of the Directors, Key Managerial Personnel and their relatives, if any, are concerned / interested (financially or otherwise) in the aforesaid resolutions except to the extent of their shareholding in the Company.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No.04 as Special Resolution

**By Order of Board of Directors**  
Cubical Financial Services Limited

**Date:** May 15, 2026

**Place:** New Delhi

**Registered Office:**

456, Aggarwal Metro Heights,  
Netaji Subhash Place, Pitampura,  
New Delhi, India, 110034

Sd/-

**Ashwani Kumar Gupta**  
**Managing Director**  
DIN: 00348616