

NOTICE

NOTICE is hereby given that the 47th Annual General Meeting of the members of Arigate Universe Limited will be held on Tuesday, 29th September, 2026 at 11:30 a.m. at registered office of the Company at Plot No. 8, Flat No. 802, 28, Impressa Rise Apartment, Shivaji Nagar, Shankar Nagar, Nagpur, Maharashtra, India, 440010,

ORDINARY BUSINESS (OB):

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon;
2. To appoint Mr. Sanket Rajan Shah (DIN: 09185456) Director of the Company, who retires by rotation as a director and being eligible, offers himself for re- appointment.
3. To reappoint statutory auditor of the company and to fix their remuneration 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 Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), and based on the recommendation of Audit Committee and the Board of Directors, the consent of the members be and is hereby accorded to the appointment of M/s Ojha Agrawal & Associates (FRN: 119981W), Chartered Accountants, as the Statutory Auditors of the Company for a term of 5 (five) years i.e. from the conclusion of this Annual General Meeting till the conclusion of 52nd Annual General Meeting of the Company, at such remuneration as may be approved by the Audit Committee/ Board of Directors of the Company from time to time in consultation with them.”

RESOLVED FURTHER THAT, the Audit Committee/ Board of Directors of the Company, be and are hereby authorized to revise/ alter/ modify/ amend the terms and conditions and/ or remuneration, from time to time, as may be mutually agreed with the Auditors, during the tenure of their appointment.

RESOLVED FURTHER THAT any directors of the company, be and are hereby severally authorized to sign and execute all such documents, with concerned authorities and to do all such acts, deeds, matters and things as may be required for the aforesaid resolution, and which may be deemed fit in the interest of the Company.”

SPECIAL BUSINESS (SB):

4.TO CONSIDER AND APPROVE ISSUANCE AND ALLOTMENT OF 15000000 EQUITY SHARES BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS (“PREFERENTIAL ISSUE”).

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

“RESOLVED THAT in accordance with the provisions of Sections 23, 42, 62(1)(c) of the Companies Act, 2013 (the “Act”), read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any of the Act (including any amendment thereto or re-enactment thereof for the time being in force), and subject to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, (“SEBI ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (“SEBI SAST Regulations”), and subject to other applicable rules, regulations, and guidelines of Securities and Exchange Board of India (“SEBI”) and/or Bombay Stock Exchange of India Limited (“BSE”/”Stock Exchange”), where the equity shares of the Company are listed, and applicable and enabling provisions of the Memorandum and Article of Association of the Company, and subject to the approvals, consents, permissions and sanctions of the SEBI, Stock Exchange and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions, sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee which the Board may have constituted to exercise certain powers, including the powers, conferred by this resolution), the consent of Members of the Company be

and is hereby accorded to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with Chapter V of the SEBI ICDR Regulations, up to 15000000 (One Crore Fifty Lakh) Equity Shares having face value of ₹ 10 (Indian Rupees Ten only) (“Equity Shares”) at an issue price of ₹ 16 (Indian Rupees Sixteen only) per Equity Share including a premium of ₹ 6 each (Indian Rupees Six only), (“Issue Price”), which is determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, aggregating to ₹ 24,00,00,000 (Indian Rupees Twenty Four Crore only) for cash, on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI ICDR Regulations, as per details in below table:

Sr. No.	Name of the Proposed Allottee	Maximum Number of Equity Shares to be allotted	Investment Amount (in Rs.)	Category
1	Nitin Babulal Shah	540000	8640000	Non-Promoter
2	Minal Jain	620000	9920000	Non-Promoter
3	Kishor Tilokchand Ladhani	200000	3200000	Non-Promoter
4	Rishit Kishor Ladhani	200000	3200000	Non-Promoter
5	Saroj Bharat Shah	75000	1200000	Non-Promoter
6	Vimalaben Pravinchand Shah	10000	160000	Non-Promoter
7	Vasumati Nitin Shah	40000	640000	Non-Promoter
8	Nitin Shah HUF	10000	160000	Non-Promoter
9	Alkaben Arvind Shah	10000	160000	Non-Promoter
10	Kakad Holdings Private Limited	20000	320000	Non-Promoter
11	Purnima Kishor Ladhani	35000	560000	Non-Promoter
12	Achira Umang Ladhani	35000	560000	Non-Promoter
13	Shruti Ladhani	35000	560000	Non-Promoter
14	Kishor Ladhani HUF	35000	560000	Non-Promoter
15	Umang Kishor Ladhani	35000	560000	Non-Promoter
16	Mankaran Lakhota	20000	320000	Non-

				Promoter
17	Nikhil Singh	80000	1280000	Non-Promoter
18	Ajmil Shaikh	80000	1280000	Non-Promoter
19	Saroj Kumar Pandey	80000	1280000	Non-Promoter
20	Abhishek Mayanand Tiwari	80000	1280000	Non-Promoter
21	Prachi Bagani	25000	400000	Non-Promoter
22	Pruthvi Akash Jaiswar	10000	160000	Non-Promoter
23	Jawahar Purohit	100000	1600000	Non-Promoter
24	Ritikkumar Pratap Purohit	10000	160000	Non-Promoter
25	Mahesh Ramprasad Gupta	10000	160000	Non-Promoter
26	Cosmos Prime Projects Ltd	200000	3200000	Non-Promoter
27	Naresh Tikuchand Jogani	10000	160000	Non-Promoter
28	Rahul Ramesh Jogani	20000	320000	Non-Promoter
29	Anil Rajeram Agarwal	20000	320000	Non-Promoter
30	Renu Sanjay Solanki	20000	320000	Non-Promoter
31	Suril Sundip Jhaveri	30000	480000	Non-Promoter
32	Anil Biyani	20000	320000	Non-Promoter
33	Sanjeeva Madhusudan	10000	160000	Non-Promoter
34	Ashish Ravishankar Khemuka	60000	960000	Non-Promoter
35	Vijayashree Avinash Ranade	10000	160000	Non-Promoter
36	Seema Vinod Agrawal	90000	1440000	Non-Promoter
37	Rishabh Agrawal	90000	1440000	Non-Promoter
38	Ria Dinesh Shah	10000	160000	Non-Promoter
39	Yashvina Dinesh Shah	10000	160000	Non-Promoter

40	Dinal Nishit Shah	10000	160000	Non-Promoter
41	Mridula Daga	10000	160000	Non-Promoter
42	Kiran Saluja	10000	160000	Non-Promoter
43	Adhir Gupta	10000	160000	Non-Promoter
44	Priyanka Rohit Jiwani	10000	160000	Non-Promoter
45	Preet Deepaka Jiwani	20000	320000	Non-Promoter
46	Minati Deepak Jiwani	10000	160000	Non-Promoter
47	Deepaka Ramesh Jiwani	20000	320000	Non-Promoter
48	Jash Rohit Jiwani	20000	320000	Non-Promoter
49	Jaya Deepaka Jiwani	20000	320000	Non-Promoter
50	Arvind Munjal	30000	480000	Non-Promoter
51	Rashmi Kamdi	10000	160000	Non-Promoter
52	Karan Singh	20000	320000	Non-Promoter
53	Ambadas Deshmukh	10000	160000	Non-Promoter
54	Gulshan Gautam	10000	160000	Non-Promoter
55	Kanti Chaudhari	25000	400000	Non-Promoter
56	Narsinhbhai Mafabhai Chaudhary	10000	160000	Non-Promoter
57	Sandesh Jidewar	10000	160000	Non-Promoter
58	Ankush Gabhane	10000	160000	Non-Promoter
59	Mehetab Shaikh	10000	160000	Non-Promoter
60	Piyushkumar Chaudhari	10000	160000	Non-Promoter
61	Dineshbhai Chaudhari	10000	160000	Non-Promoter
62	Satish Kadam	10000	160000	Non-Promoter
63	Nitin Vyas	10000	160000	Non-

				Promoter
64	Laxman Tulsidas Bathija	10000	160000	Non-Promoter
65	Neelima Sanjay Mantri	10000	160000	Non-Promoter
66	Indranil Subodh Kayarkar	10000	160000	Non-Promoter
67	Ratankumar Madan	10000	160000	Non-Promoter
68	Sanjay Kamdar	10000	160000	Non-Promoter
69	Ambarish Ratikant Galinde	20000	320000	Non-Promoter
70	Pratik Senghani	10000	160000	Non-Promoter
71	Solly Janardhan	10000	160000	Non-Promoter
72	Tarang Singh	10000	160000	Non-Promoter
73	Nitin Ramesh Umbarkar	10000	160000	Non-Promoter
74	Ashish Tulshidas Merkhed	10000	160000	Non-Promoter
75	Yatin Mora	10000	160000	Non-Promoter
76	Avik Sanjay Lodha	10000	160000	Non-Promoter
77	Nidhi Krishankumar Sarda	10000	160000	Non-Promoter
78	Kushank Rajesh Nikhare	10000	160000	Non-Promoter
79	Plus Unified Engaugement Serices Pvt. Ltd.	10000	160000	Non-Promoter
80	Rajan Kantilal Shah	4510000	72160000	Promoter
81	Chhaya Shah	3000000	48000000	Promoter
82	Shagun Shah	2000000	32000000	Promoter
83	Sanket Rajan Shah	2000000	32000000	Promoter
Total		15000000	240000000	

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of the SEBI ICDR Regulations, for the determination of the issue price of the Equity Shares is taken to be Friday, August 28, 2026 (“**Relevant Date**”) being the date which is 30 days prior to the date of Annual General Meeting (“**AGM**”) i.e., Tuesday, September 29, 2026.

RESOLVED FURTHER THAT aforesaid issue of the Equity Shares shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI ICDR Regulations including the following:

- a. Proposed Allottee of the Equity Shares shall, on or before the date of allotment of the Equity Shares, pay an amount equivalent 100% of the price fixed per Equity Shares in terms of the SEBI ICDR Regulations.
- b. Consideration for allotment of Equity Shares shall be paid to the Company from the Bank account of the Proposed Allottee.
- c. Equity Shares shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the Members, provided that where the issue and allotment of said Equity Shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of receipt of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange and/or Regulatory Authorities etc.
- d. Equity Shares, allotted to pursuant to Preferential Issue shall rank pari-passu with the existing fully paid-up Equity Shares of the Company including dividend and voting Rights etc.
- e. Equity Shares allotted to pursuant to Preferential Issue will be listed and traded on the stock exchange, where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be.
- f. Entire pre-preferential allotment equity shareholding of the Proposed Allottee, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
- g. Equity Shares allotted to pursuant to Preferential Issue shall be subject to lock-in for such period as provided under the provisions of Chapter V of the SEBI ICDR Regulations.

h. Equity Shares allotted pursuant to Preferential Issue under this resolution, shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted there under.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to the receipt of such approvals as may be required under applicable law, the Board be and is hereby authorized to record the name and details of the Proposed Allottee in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottee inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint such professionals and/or intermediaries, including external advisers, experts, legal advisers, managers, etc., to assist the Company, if required for the said preferential issue and finalize the terms and conditions of their appointment and sign and execute necessary letters, deeds, documents and agreements as may be required.

RESOLVED FURTHER THAT the Board be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may, in their absolute discretion, deem necessary or desirable 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 Equity Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the Preferential Issue of the Equity Shares, making applications to the Stock Exchange for obtaining in-principle approval, listing of shares, filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities, filing of requisite documents with the depositories, resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of the Equity Shares, 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 the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/ Chief Financial Officer/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing securities be and are hereby approved, ratified and confirmed in all respects.”

5.TO APPROVE THE PAYMENT OF REMUNERATION TO MR. RAJAN KANTILAL SHAH AS MANAGING DIRECTOR

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

“**RESOLVED THAT** Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company, recommendation of Board and the consent of the members of the company be and is hereby accorded for payment of remuneration to Mr. Rajan Kantilal Shah (DIN: 00932062), Chairman and Managing Director of the company, up to INR 84 Lakhs p.a. as set out in the Explanatory Statement, for a period of three year.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits in any financial year during the tenure of Mr. Rajan Kantilal Shah, the remuneration payable to him shall be governed and paid in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, including any amendments thereto from time to time, and within such limits as prescribed thereunder, subject to compliance with applicable conditions specified in the said Schedule V.

RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorized to do all such acts, deeds, things and matters as may be required and considered necessary or incidental thereto and to comply with all other requirements in this regard.”

6. TO APPROVE THE PAYMENT OF REMUNERATION TO MS. DHWANI SANKET SHAH (DIN: 10765189), DIRECTOR CUM CHIEF FINANCIAL OFFICER OF THE COMPANY:

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

“RESOLVED THAT in terms of provisions contained in Sections 196, 197, 198 and 203 read together with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, and the Articles of Association and pursuant to the recommendation of Board, the consent of Members be and is hereby accorded for the payment of remuneration to Ms. Dhvani Sanket Shah (DIN: 10765189), Director cum Chief Financial Officer of Company, for a period of three (3) years, up to INR 17 Lakhs per annum as set out in the Explanatory Statement.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits in any financial year during the tenure of Ms. Dhvani Sanket Shah, the remuneration payable to her shall be governed and paid in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, including Item A thereof, or such other limits as may be applicable from time to time.

RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorized to do all such acts, deeds, things and matters as may be required and considered necessary or incidental thereto and to comply with all other requirements in this regard.”

7. TO APPROVE THE PAYMENT OF REMUNERATION TO MR. SANKET RAJAN SHAH (DIN: 09185456), DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT in terms of provisions contained in Sections 196, 197, 198 and 203 read together with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, and the Articles of Association and pursuant to the recommendation of Board, the consent of Members be and is hereby accorded for the payment of remuneration to Mr. Sanket Rajan Shah (DIN: 09185456), Director of the Company, for a period of three (3) years, up to INR 17 Lakhs per annum as set out in the Explanatory Statement.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits in any financial year during the tenure of Mr. Sanket Rajan Shah, the remuneration payable to him shall be governed and paid in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, including Item A thereof, or such other limits as may be applicable from time to time.

RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorized to do all such acts, deeds, things and matters as may be required and considered necessary or incidental thereto and to comply with all other requirements in this regard.”

8. TO ALTER THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the rules framed thereunder, consent of the members of the Company be and is hereby accorded to alter the Main Objects clause of the Memorandum of Association of the Company by adding point no. 2 to the Main Objects in Clause III (A) as follows:

2. To carry on the business of construction, development, execution, repair, maintenance, improvement, widening and strengthening of roads, highways, expressways, bridges, flyovers, culverts and other civil and infrastructure projects and to undertake contracts, sub-contracts and allied activities relating thereto; and to manufacture, produce, process, purchase, sell, supply, distribute, import, export and otherwise deal in Autoclaved Aerated Concrete (AAC) blocks, bricks, panels and other construction and building materials and products, and to establish and operate manufacturing units, plants and facilities for the same, together with all activities incidental or ancillary thereto.

RESOLVED FURTHER THAT all the Directors of the Company be and are hereby individually and severally authorized to take all such steps and actions for the purpose of making all such filings and registrations with the Registrar of Companies as may be required, and further to do all such acts, deeds, matters, and things as may be deemed necessary to give effect to this resolution.”

By Order of the Board of Directors

For Arigate Universe Limited

(Formerly Known as Saboo Brothers Limited)

Sd/-

Rajan Kantilal Shah

Managing Director

(DIN: 00932062)

Dated: 2nd September, 2026

Place: Nagpur

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint proxy/proxies to attend and vote instead of himself/herself. Such proxy/proxies need not to be a member of the company.
2. A person can act as proxy on behalf of members not exceeding (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The instrument of Proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.
4. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution authority, as applicable.
5. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney/Letter of Representation authorizing its representative to attend and vote on their behalf at the Annual General Meeting.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
7. During the 47th AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act.

8. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

In compliance with the applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder, read with the Ministry of Corporate Affairs ('MCA') General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024. (Collectively referred to as "MCA Circulars")

In accordance with the aforesaid MCA Circulars and Securities and Exchange Board ('SEBI') Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Annual Report of the Company for the FY 2025-26 will be sent electronically to those Members whose e-mail addresses are registered with the Company/ National Securities Depository Limited ("NSDL") and Central Depositories Services (India) Limited ("CDSL") (collectively referred to as "Depositories"/"Dps")/Registrar & Transfer Agent ("Registrar"/"RTA"). Physical copy of the Notice along with accompanying documents will be sent to those Equity Shareholders who request for the same. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website www.arigatouniverse.com and websites of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com and on the website of Purva Shareregistry (India) Pvt. Ltd., at <https://evoting.purvashare.com>.

9. 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) the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Purva Shareregistry (India) Pvt. Ltd for facilitating voting through electronic means, as the authorized agency. The facility for voting through Ballot/Polling Paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting by Ballot/Polling Paper. The Board has appointed **M/s Avinash Gandhewar & Associates, Practicing Company Secretaries, Nagpur**, as a Scrutinizer to scrutinize the process of e-voting.

10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not 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 from time to time.

11. Non-Resident Indian Members are requested to inform the Company's RTA 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.

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

▪ **For shares held in electronic form:** to their Depository Participants only and not to the Company's RTA. Changes intimated to the Depository Participants will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the Members.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) through e-voting.

The way to vote electronically on CDSL e-Voting system consists of “Two Steps” which are mentioned below: Annual Report 2025-2026.

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

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

Step 2 : Access through PURVA 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 26th September 2026 at 9:00 A.M and ends on 28th September 2026 at 5:00 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 (record date) of 21st September 2026 may cast their vote electronically. The e-voting module shall be disabled by PURVA 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.

Step1: 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	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a

	Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play   5) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository	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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at: 022 - 4886 7000 and 022 - 2499 7000

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

(i) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on “Shareholder/Member” 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 EVENT Number followed by Folio Number registered with the company. For example, if folio number is 001*** and EVENT is 8 then user ID is 8001***
- 4) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 5) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR 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. 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 as mentioned in instruction (v).

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- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVENT NO. for the relevant Arigate Universe Limited on which you choose to vote.
- (v) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (vi) Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- (vii) 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.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ix) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.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.
- 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 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; arigatouniverseltd@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the Purva 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 **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-35220056.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Shareregistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.

For any other queries relating to the shares of the Company, you may contact the Registrar and Share Transfer Agent at the following address:

RTA Address:

Purva Shareregistry (India) Pvt. Ltd.

Unit no. 9, Shiv Shakti Ind. Estt.,
J.R. Boricha Marg, Lower Parel (E),
Mumbai - 400 011.

support@purvashare.com

www.purvashare.com

By Order of the Board of Directors

For Arigato Universe Limited

(Formerly Known as Saboo Brothers Limited)

Sd/-

Rajan Kantilal Shah

Managing Director

(DIN: 00932062)

Dated: 2nd September, 2026

Place: Nagpur

ATTENDANCE SLIP FOR ANNUAL GENERAL MEETING

(To be surrendered at the venue of the meeting)

I certify that I am a registered shareholder/proxy/representative for the registered shareholder(s) of Arigato Universe Limited, I hereby record my presence at the 47th Annual General Meeting of the shareholders of Arigato Universe Limited (Formerly Known as Saboo Brothers Limited) held on Tuesday, 29th September, 2026 at 11.30 A.M at the registered office of the Company at Plot No. 8, Flat No. 802, 28, Impressa Rise Apartment, Shivaji Nagar, Shankar Nagar, Nagpur, Maharashtra, India, 440010

Reg. Folio No. / Client ID	
DP ID	
No. of Shares	

--

Name & Address of Member;

Signature of Shareholder/Proxy/Representative
(Please Specify)

Form No. MGT-11

PROXY FORM

[Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

CIN	L45100MH1979PLC440026
Name of the Company	Arigate Universe Limited
Registered office	Plot No. 8, Flat No. 802, NA/28, Impressa Rise Apartment, Shivaji Nagar, Shankar Nagar, Nagpur, Maharashtra, India, 440010.
Name of the member(s)	
Registered Address	
Email Id	
Folio No / Client ID	DP ID:

I /We, being the member(s) of _____ shares of the above-named company, hereby appoint

1.	Name		
	Address		Signature
	Email Id		
	Or failing him		
2.	Name		
	Address		Signature
	Email Id		
	Or failing him		

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 47th Annual General Meeting of the Company to be held on Tuesday, 29th September, 2026 at 11.30 A.M at the registered office of the Company at Plot No. 8, Flat No. 802, NA/28, Impressa Rise Apartment, Shivaji Nagar, Shankar Nagar, Nagpur, Maharashtra, India, 440010, and at any adjournment thereof in respect of such resolutions as are indicated below:

	For	Against
Ordinary Business:		
1.To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon; in this regard,		
2. To appoint Mr. Sanket Rajan Shah (DIN: 09185456) Director of the Company, who retires by rotation as a Director and being eligible, offers himself for re- appointment.		
3. To reappoint statutory auditor of the company and to fix their remuneration.		
Special Business:		
4. To consider and approve issuance and allotment of 1500000 equity shares by way of preferential issue on private placement basis ("preferential issue").		
5. To approve the payment of remuneration to Mr. Rajan Kantilal Shah as Managing Director		
6. To approve the payment of remuneration to Ms. Dhvani Sanket Shah (DIN: 10765189), Director Cum Chief Financial Officer of the company:		
7. To approve the payment of remuneration to Mr. Sanket Rajan Shah (DIN: 09185456), Director of the company		
8. To Alter the Object Clause of the Memorandum of Association of the Company		



ARIGATO UNIVERSE LIMITED

CIN: L45100MH1979PLC440026

Registered Office: Plot No. 8, Flat No. 802, 28, Impressa Rise Apartment, Shivaji Nagar,
Shankar Nagar, Nagpur, Maharashtra, India, 440010, Ph.+91 7841984000,

E-Mail: arigatouniverseltd@gmail.com

Website: www.arigatouniverse.com

Signed this day of 2026.

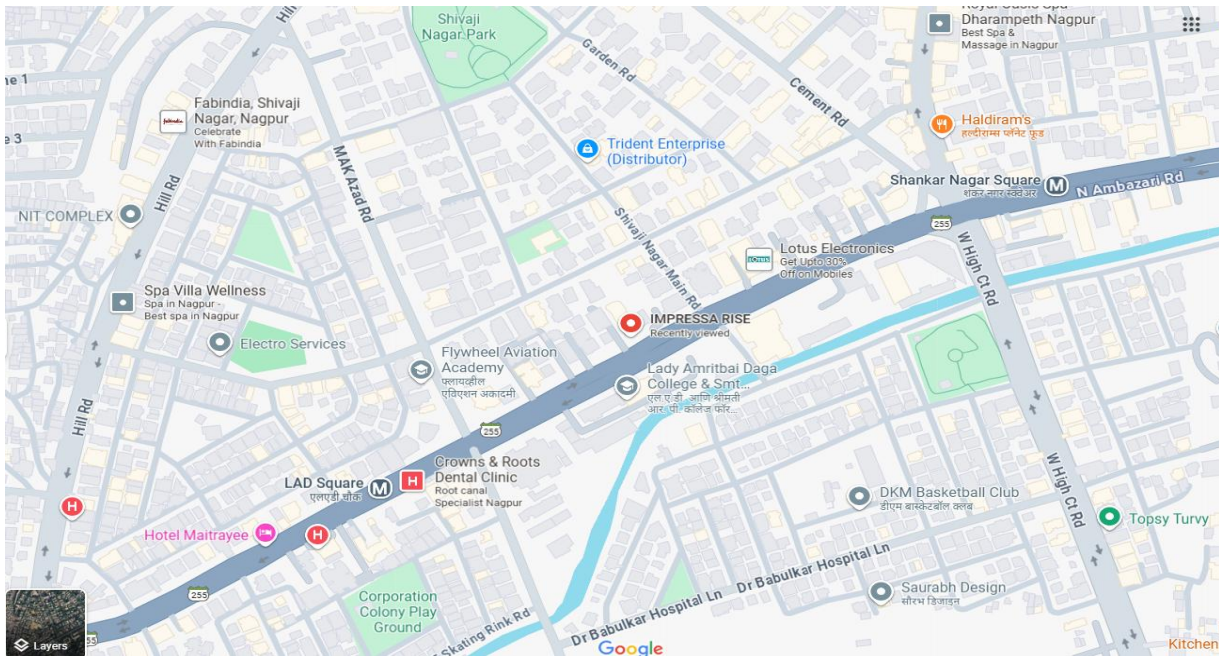
Signature of shareholder: _____ Signature of Proxy holder(s): _____

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Route map:

https://www.google.com/maps/search/Plot+No.+8,+Flat+No.+802,+28,+Impressa+Rise+Apartment,+Shivaji+Nagar,+Shankar+Nagar,+Nagpur,+Maharashtra,+India,+440010/@21.1345356,79.0546866,17z/data=!3m1!4b1?entry=ttu&g_ep=EgoyMDI1MDgyNS4wIKXMDSOASAFAQw%3D%3D



**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
AND REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE
REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON
GENERAL MEETINGS FOR APPOINTMENT OF DIRECTORS:**

The compliance with the corporate governance provisions as specified in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and Para-C, D and E of Schedule V of SEBI (LODR) Regulations, 2015 is NOT APPLICABLE to the Company.

Explanatory statement pursuant to section 102 of Companies Act 2013:

Item No. 4. To consider and approve issuance and allotment of 15000000 equity shares by way of preferential issue on private placement basis ("preferential issue").

The Board of Directors of the Company at their meeting held on Wednesday, September 2, 2026, considered and approved the proposal of raising funds by way of the preferential issue of Equity Shares.

The approval of the Members is accordingly being sought by means of a Special Resolution under Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations. The details of the issue and other particulars, as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations, are set forth below:

1. Particulars of the offer including the date of passing of the Board

The Board of Directors of the Company ("**Board**") at its meeting held on Wednesday, September 2, 2026, subject to the approval of the Members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, approved to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with the provisions of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 ("**the Act**") and Rules made there under and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("**SEBI ICDR Regulations**"), of the following securities to the proposed allottee ("**Proposed Allottee**"):

- Issuance of **15000000 (One Crore Fifty Lakhs Only)** Equity Shares having face value of ₹ 10 (Rupees Ten only) (“**Equity Shares**”), to the proposed allottees, on a preferential basis (“**Preferential Issue**”) in accordance with Chapter V the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), the Companies Act, 2013 and the rules made thereunder, as amended and other applicable laws, at an issue price of ₹ 16 (Indian Rupees Sixteen only) per Equity Share including a premium of ₹ 6 each (Indian Rupees Six only), which is determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, aggregating to ₹ 24,00,00,000 (Indian Rupees Twenty Four Crore only)

Sr. No.	Name of the Proposed Allottee	Maximum Number of Equity Shares to be allotted	Investment Amount (in Rs.)	Category
1	Nitin Babulal Shah	540000	8640000	Non-Promoter
2	Minal Jain	620000	9920000	Non-Promoter
3	Kishor Tilokchand Ladhani	200000	3200000	Non-Promoter
4	Rishit Kishor Ladhani	200000	3200000	Non-Promoter
5	Saroj Bharat Shah	75000	1200000	Non-Promoter
6	Vimalaben Pravinchand Shah	10000	160000	Non-Promoter
7	Vasumati Nitin Shah	40000	640000	Non-Promoter
8	Nitin Shah HUF	10000	160000	Non-Promoter
9	Alkaben Arvind Shah	10000	160000	Non-Promoter
10	Kakad Holdings Private Limited	20000	320000	Non-Promoter
11	Purnima Kishor Ladhani	35000	560000	Non-Promoter
12	Achira Umang Ladhani	35000	560000	Non-Promoter
13	Shruti Ladhani	35000	560000	Non-Promoter
14	Kishor Ladhani HUF	35000	560000	Non-Promoter
15	Umang Kishor Ladhani	35000	560000	Non-Promoter
16	Mankaran Lakhota	20000	320000	Non-

				Promoter
17	Nikhil Singh	80000	1280000	Non-Promoter
18	Ajmil Shaikh	80000	1280000	Non-Promoter
19	Saroj Kumar Pandey	80000	1280000	Non-Promoter
20	Abhishek Mayanand Tiwari	80000	1280000	Non-Promoter
21	Prachi Bagani	25000	400000	Non-Promoter
22	Pruthvi Akash Jaiswar	10000	160000	Non-Promoter
23	Jawahar Purohit	100000	1600000	Non-Promoter
24	Ritikkumar Pratap Purohit	10000	160000	Non-Promoter
25	Mahesh Ramprasad Gupta	10000	160000	Non-Promoter
26	Cosmos Prime Projects Ltd	200000	3200000	Non-Promoter
27	Naresh Tikuchand Jogani	10000	160000	Non-Promoter
28	Rahul Ramesh Jogani	20000	320000	Non-Promoter
29	Anil Rajeram Agarwal	20000	320000	Non-Promoter
30	Renu Sanjay Solanki	20000	320000	Non-Promoter
31	Suril Sundip Jhaveri	30000	480000	Non-Promoter
32	Anil Biyani	20000	320000	Non-Promoter
33	Sanjeeva Madhusudan	10000	160000	Non-Promoter
34	Ashish Ravishankar Khemuka	60000	960000	Non-Promoter
35	Vijayashree Avinash Ranade	10000	160000	Non-Promoter
36	Seema Vinod Agrawal	90000	1440000	Non-Promoter
37	Rishabh Agrawal	90000	1440000	Non-Promoter
38	Ria Dinesh Shah	10000	160000	Non-Promoter
39	Yashvina Dinesh Shah	10000	160000	Non-Promoter

40	Dinal Nishit Shah	10000	160000	Non-Promoter
41	Mridula Daga	10000	160000	Non-Promoter
42	Kiran Saluja	10000	160000	Non-Promoter
43	Adhir Gupta	10000	160000	Non-Promoter
44	Priyanka Rohit Jiwani	10000	160000	Non-Promoter
45	Preet Deepaka Jiwani	20000	320000	Non-Promoter
46	Minati Deepak Jiwani	10000	160000	Non-Promoter
47	Deepaka Ramesh Jiwani	20000	320000	Non-Promoter
48	Jash Rohit Jiwani	20000	320000	Non-Promoter
49	Jaya Deepaka Jiwani	20000	320000	Non-Promoter
50	Arvind Munjal	30000	480000	Non-Promoter
51	Rashmi Kamdi	10000	160000	Non-Promoter
52	Karan Singh	20000	320000	Non-Promoter
53	Ambadas Deshmukh	10000	160000	Non-Promoter
54	Gulshan Gautam	10000	160000	Non-Promoter
55	Kanti Chaudhari	25000	400000	Non-Promoter
56	Narsinhbhai Mafabhai Chaudhary	10000	160000	Non-Promoter
57	Sandesh Jidewar	10000	160000	Non-Promoter
58	Ankush Gabhane	10000	160000	Non-Promoter
59	Mehetab Shaikh	10000	160000	Non-Promoter
60	Piyushkumar Chaudhari	10000	160000	Non-Promoter
61	Dineshbhai Chaudhari	10000	160000	Non-Promoter
62	Satish Kadam	10000	160000	Non-Promoter
63	Nitin Vyas	10000	160000	Non-

				Promoter
64	Laxman Tulsidas Bathija	10000	160000	Non-Promoter
65	Neelima Sanjay Mantri	10000	160000	Non-Promoter
66	Indranil Subodh Kayarkar	10000	160000	Non-Promoter
67	Ratankumar Madan	10000	160000	Non-Promoter
68	Sanjay Kamdar	10000	160000	Non-Promoter
69	Ambarish Ratikant Galinde	20000	320000	Non-Promoter
70	Pratik Senghani	10000	160000	Non-Promoter
71	Solly Janardhan	10000	160000	Non-Promoter
72	Tarang Singh	10000	160000	Non-Promoter
73	Nitin Ramesh Umbarkar	10000	160000	Non-Promoter
74	Ashish Tulshidas Merkhed	10000	160000	Non-Promoter
75	Yatin Mora	10000	160000	Non-Promoter
76	Avik Sanjay Lodha	10000	160000	Non-Promoter
77	Nidhi Krishankumar Sarda	10000	160000	Non-Promoter
78	Kushank Rajesh Nikhare	10000	160000	Non-Promoter
79	Plus Unified Engaugement Serices Pvt. Ltd.	10000	160000	Non-Promoter
80	Rajan Kantilal Shah	4510000	72160000	Promoter
81	Chhaya Shah	3000000	48000000	Promoter
82	Shagun Shah	2000000	32000000	Promoter
83	Sanket Rajan Shah	2000000	32000000	Promoter
Total		15000000	240000000	

2. Objects of the Preferential Issue

Subject to compliance with applicable laws and regulations, the issue proceeds are proposed to be utilized as under:

Sr. No.	Particulars	Amount to be utilized (in ₹ Crores)		Total amount to be utilized (in ₹ Crores)
		FY 2026	FY 2027	
1	Working capital requirements of the Company	6.00	6.00	12.00
2	Repayment/prepayment, in full or part, of certain borrowings availed of by our Company	8.00	2.00	10.00
3	General Corporate Purpose	1.00	1.00	2.00
		Total		24.00

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, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factor. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds: Our Company in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds including but not limited in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of

India or any other investments as permitted under applicable laws.

3. Monitoring of Utilization of Funds

As the Preferential Issue size is less than ₹100 Crore (Rupees One Hundred Crore), the Company is not required to appoint a credit rating agency as a monitoring agency in terms of regulation 162A of the SEBI ICDR Regulations.

4. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued

This Special Resolution authorize the Board to issue and allot, by way of the preferential issue on a private placement basis, up to **15000000 (One Crore Fifty Lakh)** Equity Shares having face value of ₹ 10 (Indian Rupees Ten only) (“**Equity Shares**”), at an issue price of ₹ 16 (Indian Rupees Sixteen only) per Equity Share including a premium of ₹ 6 each (Indian Rupees Six only).

5. Relevant Date

In terms of the provisions of Regulation 161 of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the preferential issue is Friday, August 28, 2026 being the date which is 30 days prior to the date of AGM i.e., Tuesday, September 29, 2026.

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

The Equity Shares of the Company are listed on the BSE Limited (“BSE”) and are infrequently traded on BSE in terms of the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”).

In terms of the provisions applicable to an infrequently traded equity share, the minimum price for the Equity Shares proposed to be issued pursuant to the Preferential Issue is required to be determined with reference to the valuation parameters prescribed under the SEBI ICDR Regulations and the valuation report of an independent Registered Valuer.

Accordingly, the Company has obtained a Valuation Report dated 29th August 2026 from CA Ankit Kumar Garg, Registered Valuer, for determination of the fair value of the Equity Shares of the Company for the proposed preferential issue. The valuation has been undertaken as on 28th August 2026.

The Registered Valuer has considered the generally accepted valuation approaches, namely the Cost Approach (Net Asset Value Method), Income Approach and Market Approach. Considering the facts and circumstances of the Company, the Net Asset Value (“NAV”) Method under the Cost Approach has been considered appropriate for the purpose of valuation. The Income Approach using the Discounted Cash Flow method was not considered appropriate as the Company's profitability has not been consistent and it does not have stable earnings. Further, the Market Approach was also not considered appropriate in the relevant circumstances.

Based on the aforesaid valuation methodology and the information and financial statements considered by the Registered Valuer, the fair value of the Equity Shares of the Company has been determined at ₹15.65 (Rupees Fifteen and Sixty-Five Paise only) per Equity Share as on the Valuation Date.

Accordingly, the Issue Price of ₹ 16 per Equity Share, including a premium of ₹ 6 per Equity Share, proposed to be issued pursuant to the Preferential Issue is not less than the fair value of ₹15.65 per Equity Share determined by the Registered Valuer and is therefore in compliance with the applicable pricing requirements under the SEBI ICDR Regulations.

Further, the Articles of Association of the Company do not provide for any particular method of determination which results in a floor price higher than the price determined in accordance with the applicable provisions of the SEBI ICDR Regulations.

7. Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

8. Amount which the Company intends to raise by way of securities

The Equity Shares are proposed to be issued for cash at a price of ₹ 16 (Rupees Sixteen only) per Equity Share including a premium of ₹ 6 each (Rupees Six only) aggregating to ₹ 24,00,00,000 **(Indian Rupees Twenty-Four Crore only).**

9. Pending preferential issue

Presently, there has been no preferential issue pending or in process except as proposed in this Notice.

10. Re-computation of Issue Price

The Company shall re-compute the issue price of the specified securities, in terms of the provision of the SEBI ICDR Regulations, where it is required to do so, and if any amount payable on account of the re-computation of the issue price is not paid within the time stipulated in the SEBI ICDR Regulations, the specified securities allotted under preferential issue shall continue to be locked- in till the time such amount is paid by the Proposed Allottee.

11. Payment of Consideration

In terms of the provisions of Regulation 169(1) of the SEBI ICDR Regulations; full consideration of Equity Shares shall be paid by the Proposed Allottees at the time of allotment of such Equity Shares. Accordingly, the entire consideration for Equity Shares is required to be paid to the Company before allotment of Equity Shares to the Proposed Allottees.

12. Dues toward SEBI, Stock Exchange or Depositories

There are no outstanding dues of the Company payable towards SEBI, Stock Exchange or Depositories as on the date of this Notice.

13. The class or classes of persons to whom the allotment is proposed to be made

The preferential issue of Equity Shares is proposed to be made to the Proposed Allottees, who belongs to the promoter and public category.

14. Intent of the Promoters, Directors or Key Managerial Personnel or Senior Management of the Company to subscribe to the preferential issue

Except as details mentioned below, None of the Promoters, Directors or Key Managerial Personnel intend to subscribe this offer and no contribution being is made by the promoters or directors either as part of the offer or separately in furtherance of these objects.

Names	No. of Shares	Category
Mr. Rajan Shah	4510000	Promoter
Ms. Chhaya Shah	3000000	Promoter
Ms. Shagun Shah	2000000	Promoter
Mr. Sanket Shah	2000000	Promoter
TOTAL	11510000	

15. Proposed time frame within which the preferential issue shall be completed

The allotment of the Equity Share in the present Preferential Issue will be made within a period of 15 days from the date of passing of the Special Resolution by the members. Provided that where any approval of permission of regulatory authority for the allotment is pending, the period of 15 days shall be counted from the date of such approval or permission.

16. Listing

The Company will make an application to the Stock Exchange at which the existing shares are listed, for listing of the Equity Shares. The Equity shares, once allotted, shall rank pari passu with the then-existing equity shares of the Company in all respects.

17. Shareholding pattern of the Company before and after the preferential issue

The shareholding pattern of the Company before and after the proposed preferential issue is as follows:

Sr. No.	Category	Pre-issue shareholding i.e. Existing shareholding*		Post-issue shareholding on fully diluted basis i.e. after allotment of equity shares through Preferential Issue	
		No. of Equity Shares held	%	No. of Equity Shares held	%
A.	Promoters' holding:				
1	Indian:				
	Individual	3137888	51.47%	14647888	69.44%
	Central Government/ State Government	-	-	-	-
	Financial Institution/Bank	-	-	-	-
	Any Other	839500	13.77%	839500	3.97
	Sub Total	39,77,388	65.24%	15487388	73.41%
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	39,77,388	65.24%	15487388	73.41%
B	Non-Promoters holding:				
1	Institutional Investors	-	-	-	-
2	Central Govt./Stat Govt./POI	-	-	-	-
3	Non-Institutional Investors				
	Bodies Corporate	215153	3.53%	445153	2.11%
	Resident Individual	1508319	24.74%	4768319	22.60
	Others (Including HUF, LLP & NRI, Foreign Companies etc.)	395340	6.49%	395340	1.87
	Sub Total (B)	2118812	34.76%	5608812	26.59
	Grand Total (A) + (B)	6096200	100.00%	21096200	100.00%

*The pre-preferential shareholding pattern is as of June 30, 2026

18. Particulars of the Proposed Allottee and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the Proposed Allottee, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Issuer consequent to the preferential issue:

Sr. No.	Name of the Proposed Allottee	Natural Person who are the Ultimate Beneficial Owners (UBOs)	Maximum Number of Equity Shares to be allotted	Number of Equity Shares that allottee will hold post issue	Category
1	Nitin Babulal Shah	Not Applicable	540000	540000	Non-Promoter
2	Minal Jain	Not Applicable	620000	620000	Non-Promoter
3	Kishor Tilokchand Ladhani	Not Applicable	200000	200000	Non-Promoter
4	Rishit Kishor Ladhani	Not Applicable	200000	200000	Non-Promoter
5	Saroj Bharat Shah	Not Applicable	75000	75000	Non-Promoter
6	Vimalaben Pravinchand Shah	Not Applicable	10000	10000	Non-Promoter
7	Vasumati Nitin Shah	Not Applicable	40000	40000	Non-Promoter
8	Nitin Shah HUF	Nitin Babulal Shah (Karta)	10000	10000	Non-Promoter
9	Alkaben Arvind Shah	Not Applicable	10000	10000	Non-Promoter
10	Kakad Holdings Private Limited	Kushal Haresh Kakad and Neha Kushal Kakad	20000	20000	Non-Promoter
11	Purnima Kishor Ladhani	Not Applicable	35000	35000	Non-Promoter
12	Achira Umang Ladhani	Not Applicable	35000	35000	Non-Promoter
13	Shruti Ladhani	Not Applicable	35000	35000	Non-Promoter

14	Kishor Ladhani HUF	Kishor Tilokchand Ladhani (Karta)	35000	35000	Non-Promoter
15	Umang Kishor Ladhani	Not Applicable	35000	35000	Non-Promoter
16	Mankaran Lakhotia	Not Applicable	20000	20000	Non-Promoter
17	Nikhil Singh	Not Applicable	80000	80000	Non-Promoter
18	Ajmil Shaikh	Not Applicable	80000	80000	Non-Promoter
19	Saroj Kumar Pandey	Not Applicable	80000	80000	Non-Promoter
20	Abhishek Mayanand Tiwari	Not Applicable	80000	80000	Non-Promoter
21	Prachi Bagani	Not Applicable	25000	25000	Non-Promoter
22	Pruthvi Akash Jaiswar	Not Applicable	10000	10000	Non-Promoter
23	Jawahar Purohit	Not Applicable	100000	100000	Non-Promoter
24	Ritikumar Pratap Purohit	Not Applicable	10000	10000	Non-Promoter
25	Mahesh Ramprasad Gupta	Not Applicable	10000	10000	Non-Promoter
26	Cosmos Prime Projects Ltd	Pushpa Mehta and Gyanchand Mehta	200000	200000	Non-Promoter
27	Naresh Tikuchand Jogani	Not Applicable	10000	10000	Non-Promoter
28	Rahul Ramesh Jogani	Pushpa Mehta and Gyanchand Mehta	20000	20000	Non-Promoter
29	Anil Rajeram Agarwal	Not Applicable	20000	20000	Non-Promoter
30	Renu Sanjay Solanki	Not Applicable	20000	20000	Non-Promoter
31	Suril Sundip Jhaveri	Not Applicable	30000	30000	Non-Promoter
32	Anil Biyani	Not Applicable	20000	20000	Non-Promoter
33	Sanjeeva Madhusudan	Not Applicable	10000	10000	Non-Promoter
34	Ashish Ravishankar Khemuka	Not	60000	60000	Non-

		Applicable			Promoter
35	Vijayashree Avinash Ranade	Not Applicable	10000	10000	Non-Promoter
36	Seema Vinod Agrawal	Not Applicable	90000	90000	Non-Promoter
37	Rishabh Agrawal	Not Applicable	90000	90000	Non-Promoter
38	Ria Dinesh Shah	Not Applicable	10000	10000	Non-Promoter
39	Yashvina Dinesh Shah	Not Applicable	10000	10000	Non-Promoter
40	Dinal Nishit Shah	Not Applicable	10000	10000	Non-Promoter
41	Mridula Daga	Not Applicable	10000	10000	Non-Promoter
42	Kiran Saluja	Not Applicable	10000	10000	Non-Promoter
43	Adhir Gupta	Not Applicable	10000	10000	Non-Promoter
44	Priyanka Rohit Jiwani	Not Applicable	10000	10000	Non-Promoter
45	Preet Deepaka Jiwani	Not Applicable	20000	20000	Non-Promoter
46	Minati Deepak Jiwani	Not Applicable	10000	10000	Non-Promoter
47	Deepaka Ramesh Jiwani	Not Applicable	20000	20000	Non-Promoter
48	Jash Rohit Jiwani	Not Applicable	20000	20000	Non-Promoter
49	Jaya Deepaka Jiwani	Not Applicable	20000	20000	Non-Promoter
50	Arvind Munjal	Not Applicable	30000	1600	Non-Promoter
51	Rashmi Kamdi	Not Applicable	10000	10000	Non-Promoter
52	Karan Singh	Not Applicable	20000	20000	Non-Promoter
53	Ambadas Deshmukh	Not Applicable	10000	10000	Non-Promoter
54	Gulshan Gautam	Not Applicable	10000	10000	Non-Promoter
55	Kanti Chaudhari	Not Applicable	25000	25000	Non-Promoter
56	Narsinhbhai Mafabhai Chaudhary	Not Applicable	10000	10000	Non-Promoter
57	Sandesh Jidewar	Not Applicable	10000	10000	Non-Promoter

58	Ankush Gabhane	Not Applicable	10000	10000	Non-Promoter
59	Mehetab Shaikh	Not Applicable	10000	10000	Non-Promoter
60	Piyushkumar Chaudhari	Not Applicable	10000	10000	Non-Promoter
61	Dineshbhai Chaudhari	Not Applicable	10000	10000	Non-Promoter
62	Satish Kadam	Not Applicable	10000	10000	Non-Promoter
63	Nitin Vyas	Not Applicable	10000	10000	Non-Promoter
64	Laxman Tulsidas Bathija	Not Applicable	10000	10000	Non-Promoter
65	Neelima Sanjay Mantri	Not Applicable	10000	10000	Non-Promoter
66	Indranil Subodh Kayarkar	Not Applicable	10000	10000	Non-Promoter
67	Ratankumar Madan	Not Applicable	10000	10000	Non-Promoter
68	Sanjay Kamdar	Not Applicable	10000	10000	Non-Promoter
69	Ambarish Ratikant Galinde	Not Applicable	20000	20000	Non-Promoter
70	Pratik Senghani	Not Applicable	10000	10000	Non-Promoter
71	Solly Janardhan	Not Applicable	10000	10000	Non-Promoter
72	Tarang Singh	Not Applicable	10000	10000	Non-Promoter
73	Nitin Ramesh Umbarkar	Not Applicable	10000	10000	Non-Promoter
74	Ashish Tulshidas Merkhed	Not Applicable	10000	10000	Non-Promoter
75	Yatin Mora	Not Applicable	10000	10000	Non-Promoter
76	Avik Sanjay Lodha	Not Applicable	10000	10000	Non-Promoter
77	Nidhi Krishankumar Sarda	Not Applicable	10000	10000	Non-Promoter
78	Kushank Rajesh Nikhare	Not Applicable	10000	10000	Non-Promoter
79	Plus Unified Engaugement Serices Pvt. Ltd.	Not Applicable	10000	10000	Non-Promoter
80	Rajan Kantilal Shah	Not Applicable	4510000	6651288	Promoter

81	Chhaya Shah	Not Applicable	3000000	3000000	Promoter
82	Shagun Shah	Not Applicable	2000000	2000000	Promoter
83	Sanket Rajan Shah	Not Applicable	2000000	2000000	Promoter
Total			15000000	17142888	

There is no change in control pursuant to the allotment of the Equity Shares.

19. Lock-in Period

The Equity Shares / shall be subject to 'lock-in' as prescribed under the applicable provisions of the SEBI ICDR Regulations.

- The entire pre-preferential shareholding of the Proposed Allottee shall be subject to lock in from the Relevant Date up to a period of 90 trading days from the date of allotment of Equity Shares, as per the requirement of the SEBI ICDR Regulations.
 - ✓ The Equity Shares allotted on a preferential basis to the Promoter/Promoter Group shall be subject to a lock-in for a period of eighteen (18) months from the date of grant of trading approval by the Stock Exchange, in accordance with the applicable provisions of the SEBI ICDR Regulations.
 - ✓ The Equity Shares allotted on a preferential basis to Public Category persons shall be subject to a lock-in for a period of six (6) months from the date of grant of trading approval by the Stock Exchange, in accordance with the applicable provisions of the SEBI ICDR Regulations.

20. The current and proposed status of the Proposed Allottee post the preferential issues namely, Promoter or Non-Promoter

Sr. No.	Name of the Proposed Allottee	Current Status of Proposed Allottee namely Promoter or Public	Proposed Status of Allottee (Post the Preferential Issue namely Promoter or Public
1.	Mr. Rajan Shah	Promoter	Promoter
2.	Ms. Chhaya Shah	Promoter	Promoter
3.	Ms. Shagun Shah	Promoter	Promoter
4.	Mr. Sanket Shah	Promoter	Promoter
5.	Mr. Arvind Munjal	Public	Public

21. Practicing Company Secretary's Certificate

A certificate from Ms. Avinash Gandhewar & Associates, Practicing Company Secretaries dated September 01, 2026 certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website <https://www.arigatouniverse.com/investors/preferential-issue>

22. Valuation and justification for the allotment proposed to be made for consideration other than cash

Not applicable as the Company has not proposed to issue the Equity Shares for consideration other than cash.

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

During the year, no preferential allotment has been made to any person as of the date of this Notice.

24. Principle terms of assets charged as securities

Not applicable

25. Material terms of raising such securities

All material terms have been set out above.

26. Undertakings

- The Proposed Allottees has confirmed that they have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.
- The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- None of the Directors or Promoters and the Company are categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) if the SEBI ICDR Regulations are not applicable.
- None of the Company's Directors are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- The Company shall re-compute the price of the relevant securities to be allotted under the preferential issue in terms of the provisions of the SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the Equity Shares to Proposed Allottee is being sought by way of a Special Resolution as set out in the said Item No. 4 of this Notice.

The issue of the Equity Shares under the proposed Preferential Issue would be within the Authorized Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

None of the Promoters or Directors or Key Managerial Personnel or Senior Management or their relatives are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out in Item No. 4 of this Notice.

The Board of Directors recommends the resolution set forth in item No. 4 for approval of members as a Special resolution.

Item no.-4 To approve the payment of remuneration to Mr. Rajan Kantilal Shah as Managing Director.

Mr. Rajan Kantilal Shah, (DIN: 00932062) has been serving as the Chairman cum Managing Director of Arigate Universe Limited and has played a crucial role in its growth, expansion, and overall business strategy. Given his vast industry experience, leadership capabilities, and valuable contribution to the Company, the Board of Directors at its meeting held on Wednesday, 2nd September, 2026, has proposed to fix his remuneration at up to 84,00,000/- (Indian Rupees Eighty Four Lakhs Only) per annum, along with other perquisites and benefits, to Mr. Rajan Kantilal Shah, (DIN: 00932062), Chairman & Managing Director of the Company, for a period of 3 years, (including in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), above the maximum limits as mentioned in Section 197 and Section II (A) of Part II of Schedule V to the Companies Act 2013 in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder.

Therefore, the members of Company are requested to accord their consent for the payment of remuneration payable to Rajan Kantilal Shah as Chairman & Managing Director, in case of inadequate profits or no profits, for a period of three years, up to INR 84,00,000/- (Indian Rupees Eighty-Four Lakhs Only) as mentioned under Item A of Section II of Part II of the Schedule V of the Companies Act, 2013.

Other than Mr. Sanket Rajan Shah and Ms. Dhvani Sanket Shah none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution.

Pursuant to the recommendations of Nomination and Remuneration Committee, your directors recommend the Resolution set out in Item No. 4 as Special Resolution for your approval.

In compliance to Section 196 of Companies Act, 2013, payment of remuneration payable Rajan Kantilal Shah as Managing Director.

General Information:

Sr. No	Particulars	Disclosures
1.	Nature of Industry	Manufacturing Industry
2.	Date of commencement of commercial production	February 02, 1979, being the date of incorporation of the Company.
3.	In case of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA
4.	Foreign investments or collaborators, if any	No

Information about the appointee:

1.	Background details	Mr. Rajan Kantilal Shah, aged 61 years is Managing Director of our Company.
2.	Past remuneration	NIL
3.	Recognition or awards	N.A.
4.	Job profile and his suitability	Mr. Rajan Kantilal Shah upon appointment as a Managing Director of the Company, shall be responsible for the overall growth and development in the Company through his experience in this industry.
5.	Remuneration proposed	Rs. 84,00,000/- per annum.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Looking into his experience and expertise in the Industry, the Board of Directors of the Company decided that paying remuneration to him is reasonable considering the prevailing emoluments in the industry for senior management with similar qualifications and experience.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personal, if any:	Mr. Rajan Kantilal Shah as Managing Director of the Company has no other relationship with the Company, or relationship with the managerial personal, except: Mr. Rajan Kantilal Shah and Mr. Sanket Rajan Shah are related to each other as Father and his son. Mr. Rajan Kantilal Shah and Ms. Dhvani Sanket Shah are related to each other as Father-in-law and his daughter in law.

The details of the terms of appointment and remuneration payable to Mr. Rajan Kantilal Shah is given below:

Tenure of Remuneration	3 years with effect from 1 st April,2026
Salary inclusive of all allowances and incentives	Up to Rs. 84,00,000/- per annum. The Managing Director shall be entitled to such increment from time to time as the Board may by its discretion determine subject to the limits set out in Schedule V of the Companies Act, 2013.
Perquisites and Allowances in addition to the salary	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule, Perquisites shall be evaluated at actual cost.
Retirement benefits	Gratuity payable shall be in accordance with the rules of Companies Act and Gratuity Rules. Earned leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encashable of Leave at this end of the tenure, will not be included in the computation of the ceiling on perquisites.
Other benefits	The Director shall be entitled to reimbursement of expenses like Vehicle, Guest Entertainment; Travelling Expenses actually and properly incurred during the course of doing legitimate business of the company.
Minimum Remuneration	The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law. Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Managing Director as and by way of minimum remuneration, subject to the applicable provisions of

	Schedule V of the Act.
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The Board recommends the Ordinary Resolution for approval of the members.

The Directors are interested to the extent of their shareholding in the Company.

Item no.-6 To approve the payment of remuneration to Ms. Dhvani Sanket Shah (DIN: 10765189), Director Cum Chief Financial Officer of the Company.

The Members are informed that, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes the payment of remuneration to **Ms. Dhvani Sanket Shah (DIN: 10765189)**, Director Cum Chief Financial Officer of the Company, for her continued services to the Company.

Considering her experience, contribution, and responsibilities in the management and operations of the Company, it is proposed to pay remuneration to her up to **₹17,00,000 (Rupees Seventeen Lakhs only) per annum**, subject to approval of the members.

The proposed remuneration has been structured in accordance with the provisions of **Section 197 read with Part I and Section I of Part II of Schedule V of the Companies Act, 2013**, and within the limits prescribed therein. The remuneration shall be payable subject to compliance with applicable provisions of the Act and any statutory modifications or re-enactments thereof.

In compliance to Section 196 of Companies Act, 2013, payment of remuneration payable Ms. Dhvani Sanket Shah (DIN: 10765189) as Director Cum Chief Financial Officer of the Company.

General Information:

Sr. No	Particulars	Disclosures
1.	Nature of Industry	Manufacturing Industry
2.	Date of commencement of commercial production	February 02, 1979, being the date of incorporation of the Company.
3.	In case of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA
4.	Foreign investments or collaborators, if any	No

Information about the appointee:

1.	Background details	Ms. Dhvani Sanket Shah (DIN: 10765189), aged 29 years is Director Cum Chief Financial Officer of our Company.
2.	Past remuneration	NIL
3.	Recognition or awards	N.A.
4.	Job profile and his suitability	Ms. Dhvani Sanket Shah upon appointment as a Director Cum Chief Financial Officer of the Company, shall be responsible for the overall growth and development in the Company through his experience in this industry.
5.	Remuneration proposed	Rs. 17,00,000/- per annum.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Looking into his experience and expertise in the Industry, the Board of Directors of the Company decided that paying remuneration to him is reasonable considering the prevailing emoluments in the industry for senior management with similar qualifications and experience.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personal, if any:	Ms. Dhvani Sanket Shah upon appointment as a Director Cum Chief Financial Officer of the Company has no other relationship with the Company, or relationship with the managerial personal, except: Ms. Dhvani Sanket Shah and Mr. Sanket Rajan Shah are related to each other as Wife and her Husband. Ms. Dhvani Sanket Shah and Mr. Rajan Kantilal Shah are related to each other as daughter in law and her daughter in law.

The details of the terms of appointment and remuneration payable to Ms. Dhvani Sanket Shah is given below:

Tenure of Remuneration	3 years with effect from 1 st April,2026
Salary inclusive of all allowances and incentives	Up to Rs. 17,00,000/- per annum. The Director Cum Chief Financial Officer shall be entitled to such increment from time to time as the Board may by its discretion determine subject to the limits set out in Schedule V of the Companies Act, 2013.
Perquisites and Allowances in addition to the salary	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule, Perquisites shall be evaluated at actual cost.
Retirement benefits	Gratuity payable shall be in accordance with the rules of Companies Act and Gratuity Rules. Earned leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encashable of Leave at this end of the tenure, will not be included in the computation of the ceiling on perquisites.
Other benefits	The Director shall be entitled to reimbursement of expenses like Vehicle, Guest Entertainment; Travelling Expenses actually and properly incurred during the course of doing legitimate business of the company. The appointee shall be eligible for Housing, Education and Medical Loan and other Loans or facilities as applicable in accordance with the rules of the company and in compliance with the provisions of the Companies Act, 2013.
Minimum Remuneration	The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law. Provided that where in any financial year, the Company has no

	profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.
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The Board recommends the Ordinary Resolution for approval of the members.

The Directors are interested to the extent of their shareholding in the Company.

Item no.-7 To approve the payment of remuneration to Mr. Sanket Rajan Shah (DIN: 09185456), Director of the Company.

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

The Members are informed that, based on the recommendation of the Nomination and Remuneration Committee and Audit Committee, the Board of Directors proposes the payment of remuneration to Mr. Sanket Rajan Shah (DIN: 09185456), Director of the Company, for his continued services to the Company.

Considering his experience, contribution, and responsibilities in the management and operations of the Company, it is proposed to pay remuneration to his up to **₹17,00,000 (Rupees Seventeen Lakhs only) per annum**, subject to approval of the members.

The proposed remuneration has been structured in accordance with the provisions of **Section 197 read with Part I and Section I of Part II of Schedule V of the Companies Act, 2013**, and within the limits prescribed therein. The remuneration shall be payable subject to compliance with applicable provisions of the Act and any statutory modifications or re-enactments thereof.

In compliance to Section 196 of Companies Act, 2013, payment of remuneration payable Mr. Sanket Rajan Shah (DIN: 09185456), Director of the Company.

General Information:

Sr. No	Particulars	Disclosures
1.	Nature of Industry	Manufacturing Industry
2.	Date of commencement of commercial production	February 02, 1979, being the date of incorporation of the Company.
3.	In case of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA
4.	Foreign investments or collaborators, if any	No

Information about the appointee:

1.	Background details	Mr. Sanket Rajan Shah (DIN: 09185456), aged 30 years is Director of our Company.
2.	Past remuneration	Nil
3.	Recognition or awards	N.A.
4.	Job profile and his suitability	Mr. Sanket Rajan Shah upon appointment as a Director of the Company, shall be responsible for the overall growth and development in the Company through his experience in this industry.
5.	Remuneration proposed	Rs. 17,00,000/- per annum.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Looking into his experience and expertise in the Industry, the Board of Directors of the Company decided that paying remuneration to him is reasonable considering the prevailing emoluments in the industry for senior management with similar qualifications and experience.
7.	Pecuniary relationship directly or indirectly with the Company, or	Mr. Sanket Rajan Shah upon appointment as a Director of the Company has no other relationship

relationship with the managerial personal, if any:	with the Company, or relationship with the managerial personal, except: Mr. Sanket Rajan Shah and Ms. Dhvani Sanket Shah are related to each other as Husband and his Wife. Mr. Sanket Rajan Shah and Mr. Rajan Kantilal Shah are related to each other as Son and his father.
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The details of the terms of appointment and remuneration payable to Mr. Sanket Rajan Shah is given below:

Tenure of Remuneration	3 years with effect from 1 st April,2026
Salary inclusive of all allowances and incentives	Up to Rs. 17,00,000/- per annum. The Director shall be entitled to such increment from time to time as the Board may by its discretion determine subject to the limits set out in Schedule V of the Companies Act, 2013.
Perquisites and Allowances in addition to the salary	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule, Perquisites shall be evaluated at actual cost.
Retirement benefits	Gratuity payable shall be in accordance with the rules of Companies Act and Gratuity Rules. Earned leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encashable of Leave at this end of the tenure, will not be included in the computation of the ceiling on perquisites.
Other benefits	The Director shall be entitled to reimbursement of expenses like Vehicle, Guest Entertainment; Travelling Expenses actually and properly incurred during the course of doing legitimate business of the company.
Minimum Remuneration	The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions

of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.

Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.

The Board recommends the Ordinary Resolution for approval of the members.

The Directors are interested to the extent of their shareholding in the Company.

Item no-8 To Alter the Object Clause of the Memorandum of Association of the Company.

The Company was incorporated on 06th February, 1979 with the Registrar of Companies, Mumbai under the name of **Saboo Brothers Limited** and subsequently, the Company was converted into **Arigato Limited**.

The existing Main Objects of the Company inter alia include manufacturing and dealing in construction related materials and commodities, execution of contracts related to real estate and development of land, development of and dealing in immovable properties, development of properties for hospitality and recreational activities and related services and providing such services.

The Company now proposes to diversify and expand its business activities in the construction and infrastructure sector. Accordingly, it is desirable to redraft the Main Object Clause of the Memorandum of Association of the Company to enable the Company to undertake construction, development and execution of various civil and infrastructure projects and to manufacture and deal in Autoclaved Aerated Concrete (AAC) blocks, bricks, panels and other construction and building materials and products.

Pursuant to provisions of Section 13 and any other applicable provisions, if any, of the Companies Act, 2013, the company is required to take approval of the shareholders of the company by way of special resolution to make such alteration.

Your directors recommend the resolutions for your approval.

A copy of Memorandum & Articles of Association is open for inspection by members on any working day during working hours up to the date of ensuing Annual general meeting at the registered office of the Company.

None of the Directors of the company, or other key managerial personnel of the Company or their respective relatives, are in any way concerned or interested in the above resolution except to the extent of their shareholding.

By Order of the Board of Directors

For Arigato Universe Limited

(Formerly Known as Saboo Brothers Limited)

Sd/-

Rajan Kantilal Shah

Managing Director

(DIN: 00932062)

Dated: 2nd September, 2026

Place: Nagpur

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTORS RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Item No. 2:

Name of the Director	Mr. Sanket Rajan Shah
DIN	09185456
Date of Birth	13/07/1995
Age	31
Date of first appointment on the Board	16/12/2024
Qualification	Post Graduate
Category	16/12/2024
Terms and Conditions of appointment/re-appointment	Director, liable to retire by rotation
Expertise in specific functional areas	To Develop and implement strategic plans to achieve organizational goals
Directorships held in other public companies	NIL
Memberships/Chairmanships of Committees of other public companies	NIL
Number of shares held in the Company	NIL



ARIGATO UNIVERSE LIMITED

CIN: L45100MH1979PLC440026

Registered Office: Plot No. 8, Flat No. 802, 28, Impressa Rise Apartment, Shivaji Nagar,
Shankar Nagar, Nagpur, Maharashtra, India, 440010, Ph.+91 7841984000,

E-Mail: arigatouniverseltd@gmail.com

Website: www.arigatouniverse.com

By Order of the Board of Directors

For Arigato Universe Limited

(Formerly Known as Saboo Brothers Limited)

Sd/-

Rajan Kantilal Shah

Managing Director

(DIN: 00932062)

Dated: 2nd September, 2026

Place: Nagpur