



GANGOUR INVESTMENTS LIMITED

Member: National Stock Exchange of India Ltd.

Registered Office: The Volt, Room No. 302 & 303, 3rd Floor, 2 Russel Street, Kolkata-700 071, INDIA

Tel: (033) 2248 9504/9523/9580 • E-mail: gangourinvestments@gmail.com

C.I.N.: U67120WB1993PLC096658 / U66120WB1993PLC096658

LETTER OF OFFER FOR RIGHTS ISSUE OF EQUITY SHARES FOR MEMBERS ONLY

GANGOUR INVESTMENTS LIMITED

CIN U67120WB1993PLC096658

Registered Office : 2 Russel Street, The Volt,
Suite-302 & 303, 3rd Floor, Kolkata - 700 071;

Website : <http://gangourinvestments.com/>E-mail : gangourinvestments@gmail.com;

Contact : +91 33 2248 9504/9523/9580

OFFER FOR **11,99,702** EQUITY SHARES of RS. 10 EACH AT A PREMIUM OF RS. 15/- PER SHARE I.E. AT A PRICE OF RS. 25/- EACH AGGREGATING RS. 2,99,92,564/- (INR TWO CRORES NINETY NINE LAKHS NINETY TWO THOUSAND FIVE HUNDRED AND SIXTY FOUR) ON RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF THE COMPANY IN THE RATIO OF 150 EQUITY SHARE FOR EVERY 706 EQUITY SHARES HELD BY THE ELIGIBLE SHAREHOLDER ON THE RECORD DATE i.e. **09.03.2026**.

Issue Open Date	23rd March 2026
Issue Close Date	29th March 2026

HISTORY AND BACKGROUND OF THE COMPANY

Gangour Investments Limited is an integral part of R L Agarwala Group of Companies, which has a rich experience of more than five decades in the field of capital markets. The group was a renowned member of Calcutta Stock Exchange since 1963. To further this commitment, the company became the member of National Stock Exchange (NSE) in the year 1995. Gangour aims to profess, provide and promote professional consultancy and sound guidance to each and every investor category – Individual, Corporate & Institutional. Gangour is managed by a balanced mix of young & dynamic as well as able & experienced group of qualified professionals.

MANAGEMENT OF THE COMPANY

The general supervision, direction and control of business and affairs of the Company are vested with the Board of Directors.



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Sl.No	Name of the Director	Designation	DIN
1.	JAGMOHAN AGARWAL	Managing Director	00869054
2.	SHRADHA AGARWAL	Director	01430737
3.	YASH AGARWAL	Director	10072740

CAPITAL STRUCTURE OF THE COMPANY (AS ON 09.03.2026)

Authorized Share Capital 74,00,000 equity shares of face value of Rs.10/- each	Rs. 7,40,00,000/-
Issued, Subscribed and Paid-up Share Capital 56,46,600 equity shares of face value of Rs.10/- each	Rs. 5,64,66,000/-

PROMOTERS AND PROMOTER GROUP COMPANIES HOLDING OF EQUITY SHARES AND THEIR ENTITLEMENT

Name of the Promoter	No of shares held on 09.03.2026	Rights Issue entitlement to subscribe
JAGMOHAN AGARWAL	4559650	968764
ASHA DEVI AGARWAL	689400	146473

FINANCIAL HIGHLIGHTS

(in '00)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Revenue from operations	4,87,497.08	6,62,424.83
Other Income	33,914.57	15,462.55
Total Revenue	5,21,411.65	6,77,887.38
Less : Expense	3,14,611.28	2,15,856.64
Profit/(Loss) before extraordinary items and taxes	2,06,800.37	4,62,030.74



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Less : Extraordinary items	-	-
Profit/(Loss) before tax	2,06,800.37	4,62,030.74
Less : Tax Expenses (Deferred tax)	60,651.11	95,691.72
Profit/Loss for the year (continuing and discontinued operations)	1,46,149.26	3,66,339.02

PRESENT OFFER

The present offer is for **11,99,702** (Eleven Lakhs Ninety Nine Thousand Seven Hundred and Two only) equity shares of face value of Rs.10 each at a premium of Rs. 15/- per share i.e. at a price of Rs. 25/- each.

OBJECTS OF THE OFFER

To augment the long term resources of the Company for its financing activities and to meet the regulatory ratios as prescribed by the NSE. Also, the funds raised through this issue may be used for general corporate purposes.

In this connection, the Company has decided to approach the existing shareholders by offering shares in the form of Rights Issue.

The Main Objects clause of the Memorandum of Association of the Company permits the Company to undertake the activities for which the funds are being raised through the present Letter of Offer and also the activities which the Company has been carrying on till date.

The new Equity Shares now being offered are subject to the terms and conditions of this 'Letter of Offer', the Memorandum and Articles of Association of the Company, the allotment communication to be issued, and the applicable provisions of the Companies Act, 2013 and other applicable laws.

ENTITLEMENT AND ALLOTMENT

The Board of Directors of the Company passed a resolution at its meeting held on 19th March 2026 approving the aforesaid rights issue of 11,99,702 equity shares of Rs.10 each at a premium of Rs. 15/- per share i.e. at a price of Rs. 25/- each on a rights basis to the existing equity shareholders of the Company in the ratio of 150 fully paid equity shares for every 706 equity shares held by the eligible equity shareholders. Shareholders holding less than 706 equity shares will be offered one



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equity share. Shareholders holding more than 706 equity shares will be offered the rights shares in proportion to the number of shares held by them by rounding off the fraction. These shares are being offered to those shareholders whose name appears in records of depositories as at the close of business hours as on 9th March 2026 being the 'Record Date' fixed by the Board of Directors in this regard and subject to further terms and conditions mentioned herein below. The issue shall remain open for a period of 7 days commencing from 23rd March 2026 to 29th March 2026 till the close of the business hours.

As your name appears in the records on the aforesaid Record Date, you are therefore entitled for equity shares of Rs. 25/- each for cash under the Rights Offer in the ratio of 150 fully paid equity shares for every 706 fully paid up equity shares held by you in the Company as on 9th March 2026.

Allotment of shares can be done only in the dematerialized form. So, all the shareholders are requested to share their DP ID and Demat Account Number in the application form.

If shareholders are still holding the shares in physical form, they may please open a Demat Account and share the details in the application.

The Company will not be responsible if the allotment of shares could not be made due to non availability of the Demat Account details.

RISK FACTOR

Any investment in equity shares involves a high degree risk. The applicant should carefully consider all the information in the Letter of Offer in evaluating the company's promoters, business financial performance etc. before making any investment decision in the equity shares of Gangour Investments Limited, an unlisted Company. The applicant shall do it entirely on his own risk and responsibility and the Company/Promoters/Management shall not be liable for the same.

Instructions/Terms

1. This Rights Issue shall be called '**GIL Rights Issue 2025-26**'.
2. The new equity shares offered shall carry the same rights as the existing equity shares and shall rank pari passu, in all respects, with the existing equity shares.
3. The Company's Registrars & Transfer Agents for its share registry, both physical and electronic is MCS Share Transfer Agent Limited, 383, Lake Gardens, 1st Floor, Kolkata - 700045, email id helpdeskkol@mcsregistrars.com contact number: 033-4072 4051 / 4052.
4. The ISIN of equity shares of the Company is INE0N6Q01016.



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5. Following option may be exercised with regard to the Rights Equity shares offered using the enclosed CAF (Composite Application Form).

SI.No.	Option Available	Action Required
1	Apply for Rights Entitlement in full	Fill in and sign PART A (all joint holders must sign)
2	Apply for rights entitlement in part – renouncing the other part	Fill in and sign Part A (all joint holders must sign) to the extent of part application. Fill in and sign Part B (all joint holders must sign) indicating the number of equity shares renounced.
3	Renounce entire rights entitlement to one or more renounces. Renouncee may also apply for additional shares	Fill in and sign Part B (all joint holders must sign) indicating the number of Rights Equity shares renounced and hand it over to the Renouncee. The Renouncee must fill in and sign Part C (all joint Renouncees must sign) In case the rights is renounced in favour of more than one renoucee, Part B and Part C of the CAF may be provided in as many copies as required.
4	Apply for rights entitlement in part and renounce the other part. Renouncee may also apply for additional shares	Fill in and sign Part A (all joint holders must sign) to the extent of part application. Fill in and sign Part B (all joint holders must sign) indicating the number of



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		<p>Rights Equity shares renounced and hand it over to the Renouncee. The Renouncee must fill in and sign Part C (all joint Renouncees must sign).</p> <p>In case the rights is renounced in favour of more than one renounce, Part B and Part C of the CAF may be provided in as many copies as required.</p>
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6. Where any shareholder does not receive the original letter of offer/application forms in time, he may download the same from our website <http://gangourinvestments.com/>.
7. Shares cannot be renounced in favour of a partnership firm, minor, HUF, trust, societies. Joint Holders shall be restricted to three persons only.
8. Basis of allotment shall be finalized by the Board of Directors in the following order of priority.
 - (a) Full allotment to the shareholders/renounces who have applied for their rights entitlement either in full or in part.
 - (b) In case of surplus shares available, allotment to the original shareholders who have applied for additional shares provided that they have applied for all the shares offered to them. In case of oversubscription, the allotment would be made in the ratio of the original holding of the applicant as on the record date.
 - (c) Allotment to any other person as the Board may in their absolute discretion, deem fit, provided there is surplus available after allotment under above in a manner a permitted by law.
 - (d) In case issue is under-subscribed, the Board of Directors, may offer and dispose the under-subscribed portion to such persons on such terms and in such manner, as it may deem fit in its absolute discretion which is not disadvantageous to the shareholders and the Company. Further, if for any reason, the Board of Directors is not able to dispose of the shares as mentioned above, the rights issue shall be deemed to have been subscribed to the extent of the subscription money received by the Company.



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9. Application should be made on the printed form enclosed herewith.
10. Full amount i.e. Rs.25 per share is payable with application.
11. Share application money may also be credited to the following bank account of the Company through electronic mode
 - a. Name of the Account Holder : GANGOUR INVESTMENTS LTD – RIGHTS ISSUE
 - b. Bank and Branch : HDFC BANK, STEPHEN HOUSE BRANCH
 - c. Account No. : 50200119444461
 - d. IFSC Code : HDFC0000008
13. Refund, if any, shall be made within 15 days from the closure of the issue, without any interest.
14. Duly filled in application form with payment details for accepting the offer/renouncement shall reach the registered office address of the Company situated at

Gangour Investments Limited
2 Russel Street, The Volt, Suite-302 & 303, 3rd Floor, Kolkata - 700 071

Or

MCS Share Transfer Agent Limited, 383, Lake Gardens, 1st Floor, Kolkata - 700045,
Contact Number 022-4970 0138 / 3522 0312.

on or before 29th March 2026 latest by 5 p.m. either by hand delivery or registered post/speed post/courier. The Company will not be responsible for any postal delay.
15. In case your application form complete in all respect is not received on or before 5 p.m. on 29th March 2026, your right to apply/renounce the equity shares shall be deemed to be waived and the Board will have absolute power to dispose of such shares in the best interest of the Company.
16. Applicants Demat Account Details i.e. DP ID and the Demat Account Number should be provided alongwith the Application Form.
17. Applicants PAN copy must be provided alongwith the application. Application without this will be considered incomplete and is liable to be rejected.



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18. In case of application under power of attorney or by a body corporate, a certified true copy of the relevant resolution to make the investment under this offer and sign the application is provided alongwith the application.
19. The form must be filled in English and an incomplete form is liable to be rejected and money paid in respect thereof will be refunded without interest. Application may be rejected on the following grounds :
 - a. If application is not signed by all the shareholders/renounces.
 - b. If additional shares applied and part renounce then additional shares will be rejected.
 - c. Applied by shareholder and also renounce full then application applied by shareholder will be rejected.
 - d. If valid and active DPID-Client ID not mentioned.
 - e. Copy of the PAN not enclosed.
 - f. Payment not received in the bank.
 - g. shareholder name not mentioned in the renounce form and shares applied by the renounce.
20. The Board reserves its full, unqualified and absolute right to accept or reject any application, in whole or in part, and in either case without assigning any reason thereto.
21. Investor may contact the following officer of the Company for any complaint/clarification/ information pertaining to the issue.

Name of the Contact Person : Yash Agarwal

Designation : Director

Email id : yashagarwal3008@gmail.com

For Gangour Investments Limited

JAGMOHA Digitally signed
by JAGMOHAN
N AGARWAL
Date: 2026.03.19
15:08:03 +05'30'

JAGMOHAN AGARWAL

Managing Director

DIN: 00869054

Date: 19.03.2026

Place: Kolkata

COMPOSITE APPLICATION FORM (CAF)
For Equity shareholders of GANGOUR INVESTMENTS LIMITED
CIN : U67120WB1993PLC096658
Regd.Office: 2 Russel Street, The Volt, Suite-302 & 303, 3rd Floor, Kolkata - 700 071

“GIL RIGHTS ISSUE 2025-26”

OFFER FOR **11,99,702** EQUITY SHARES of RS. 10 EACH AT A PREMIUM OF RS. 15/- PER SHARE I.E. AT A PRICE OF RS. 25/- EACH AGGREGATING RS. 2,99,92,564/- (INR TWO CRORES NINETY NINE LAKHS NINETY TWO THOUSAND FIVE HUNDRED AND SIXTY FOUR) ON RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF THE COMPANY IN THE RATIO OF 150 EQUITY SHARE FOR EVERY 706 EQUITY SHARES HELD BY THE ELIGIBLE SHAREHOLDER ON THE RECORD DATE i.e. **09.03.2026**.

Issue Open Date	23rd March 2026
Issue Close Date	29th March 2026

Last date for receipt of application: 29th March 2026

PART A : Form of application by eligible shareholders for accepting the Rights equity shares offered as a part of this issue, in full or in part, and for applying for additional Rights equity shares.

PART B : Form for renunciation of Rights Equity shares and

PART C : Form for application of the Rights Equity shares by the Renounees -----

PART A

Date :

To,

The Board of Directors
Gangour Investments Limited
2 Russel Street, The Volt, Suite-302
& 303, 3rd Floor, Kolkata - 700 071

Dear Sir/Ma'am,

Ref : Letter of Offer dated 19th March 2026 regarding the decision of the Board of Directors in its meeting held on 19th March 2026 to increase the paid up capital by issue of 11,99,702 equity shares of Rs.10 each at a premium of Rs. 15/- per share i.e. at a price of Rs. 25/- aggregating to Rs. 2,99,92,564/- on rights issue basis to the existing equity shareholders of the Company in the ratio of 150 equity shares for every 706 equity share held by the eligible shareholders on the record date i.e. 09.03.2026

1. I/We hereby accept and apply for allotment of the equity shares mentioned in Block III below in response to the letter of offer dated 19.03.2026 offering the equity shares to me/us on rights basis.

2. I/We also apply for additional equity shares mentioned in Block IV below and agree to accept these equity shares or whatever lesser number of equity shares as may be allotted by the Company in terms of the Letter of Offer.
3. I/We enclose the amount specified in Block VI below at the rate of Rs.25/- per Equity Share payable on application on the total number of Equity Shares specified in Block V below.
4. I/We agree to accept equity shares to be allotted to me/us and to hold such shares upon the terms and conditions as laid down by the Board of Directors and subject to the provisions of the Companies Act, 2013, Memorandum & Articles of Association of the Company, and all the applicable laws, rules and guidelines.
5. I/We undertake that I/We will sign all such documents and do all other such acts, if any, necessary on my/our part to enable me/us to be registered as the holder/s of the equity shares in respect of which this application may be accepted.
6. I/We also agree to accept the shares subject to laws, as applicable, guidelines, notifications and regulations relating to the issue of capital issued from time to time by Government of India/or other authorities.
7. I/We solemnly declare that I/We are not applying for the equity shares in contravention of Section 269SS of the Income Tax Act, 1961.

Number of Equity shares held on record date i.e. 09.03.2026	Number of equity shares offered	Number of equity shares accepted	Number of additional equity shares applied for	Total number of equity shares applied for	Total amount payable @Rs.25 per equity share
Block (I)	Block (II)	Block (III)	Block (IV)	Block (V)= Block III + Block IV	Block (VI) = Block V x Rs.25/-

Payment Details:

Amount paid in Rs.	
Rupees in Words	
UTR No./details of online payment	

Other Details :

Contact details of Sole/First Joint Applicant:	Phone Email
For Refund Order, if any, details of Sole/First Applicant	Type of Account A/c No. Bank and Branch Address IFSC Code
Demat Details	Depository Name Depository Participant (DP) Name: DP ID No. Beneficiary Account No.

	Sole/First Applicant	Second Joint Holders	Third Joint Holders
Signature			
Name			
PAN Number			

Enclosure :

- 1.self attested copy of PAN Card
2. DD/Cheque

"GIL RIGHTS ISSUE 2025-26"

PART B

Form of Renunciation

Date :

To,

The Board of Directors
Gangour Investments Limited
2 Russel Street, The Volt, Suite-302
& 303, 3rd Floor, Kolkata - 700 071

Dear Sir,

1.Pursuant to the Letter of Offer dated 19.03.2026, I/We hereby renounce my/our rights to the equity shares indicated in Block VII herein below in favour of person(s)/entity accepting the same and signing PART C below with respect to such equity shares [Form of application by Renouncee(s)]

No of equity shares renounced	Block VII	
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I/We have not made any application to the Company for allotment of these equity shares in my/our name(s)

	Sole/First Applicant	Second Joint Holders	Third Joint Holders
Signature			
Name			
PAN Number			

“GIL RIGHTS ISSUE 2025-26”

PART C

Form of Application by Renouncee(s) (to be filled in by Renouncee(s) only)

To,

The Board of Directors
Gangour Investments Limited
2 Russel Street, The Volt, Suite-302
& 303, 3rd Floor, Kolkata - 700 071

Dear Sirs,

1. In terms of letter of offer dated 19th March 2026 and pursuant to the form of renunciation signed by the above mentioned shareholder(s). I/We apply for allotment of below mentioned equity shares as indicated in Block X, in respect of these equity shares. I/We enclose the amount specified in Block XI being the amount payable on application.
2. I/WE agree to accept equity shares to be allotted to me/us and to hold such shares upon the terms and conditions as laid down by the Board of Directors and subject to the provisions of the Companies Act, 2013, Memorandum and Articles of Association of the Company, and all the applicable laws, rules
3. I/We undertake that I/We will sign all such documents and do all other such acts, if any, necessary on my/our part to enable me/us to be registered as the holder(s) of the equity shares in respect of which this application may be accepted
4. I/WE also agree to accept the shares subject to laws, as applicable, guidelines, notifications and regulations relating to the issue of capital issued from time to time by Government of India/RBI and/or any other authorities.
5. I/We solemnly declare that I/We are not applying for the equity shares in contravention of section 269SS of the Income Tax Act, 1961

No. of equity shares accepted out of Block VII above	No. of additional equity shares applied for	Total no. of equity shares applied for	Amount payable on application @ Rs.25/- per equity share
(Block VIII)	(Block IX)	(Block X)	Block (XI) = (Block X x Rs.25/-)

Payment Details:

Amount paid in Rs.	
Rupees in words	
UTR Number/details of online payment	

Other Details :

Contact Details of Sole/First Joint Applicant:	Phone : Email :
For Refund Order, if any, details of Sole/First Applicant	Type of Account : Account No. Bank and Branch Address IFSC Code
Demat Details	Depository Name: Depository Participant (DP) Name : DP ID No. Beneficiary Account No.

	Sole/First Applicant	Second Joint Holders	Third Joint Holders
Signature			
Name			
PAN Number			

Enclosure :

- 1.self attested copy of PAN Card
2. DD/Cheque