

**EXTRA-ORDINARY  
GENERAL MEETING OF  
PAKKA LIMITED**



# PAKKA LIMITED

**Regd. Office:** 312, Plaza Kalpana Society, 24/147, B-49, Birhana Road, Kanpur-208 001, Uttar Pradesh, India

**Corp. Office:** Yash Nagar, Ayodhya - 224 135, Uttar Pradesh

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## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF PAKKA LIMITED** will be held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") on Tuesday, the 9th day of July, 2024 at 9:00 a.m. (IST) to transact the following businesses:

## SPECIAL BUSINESS

### **ITEM 1: TO REGULARIZE THE APPOINTMENT OF SHRI ALOK RANJAN (DIN: 08254398) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE) 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 Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17 and 25 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof

for the time being in force), Shri Alok Ranjan (DIN: 08254398) be and is hereby appointed as a Director (Non-executive) and also as an Independent Director of the Company with effect from 13th June, 2024 for a period of five years or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.

**RESOLVED FURTHER THAT** Mr. Jagdeep Hira, Managing Director and Mr. Sachin Kumar Srivastava, Company Secretary & Legal Head of the Company be and is hereby severally authorized to do all such acts, deed, things as may be necessary to give effect to this resolution."

### **ITEM 2: TO RAISE CAPITAL BY WAY OF A QUALIFIED INSTITUTIONS PLACEMENT TO ELIGIBLE INVESTORS THROUGH AN ISSUANCE OF EQUITY SHARES AND/OR OTHER ELIGIBLE SECURITIES**

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 Sections 23, 42, 62(1)(c), 71 and other applicable provisions, if any, of the Companies

Act, 2013, and the applicable rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, (including any amendment(s), statutory modification(s) or re-enactment thereof, for the time being in force) (the "Companies Act"), and the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), to the extent applicable, the uniform listing agreement(s) entered into by the Company with the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE" and together with BSE, the "Stock Exchanges") where the equity shares, having face value of Rs. 10/- (Rupee Ten), of the Company ("Equity Shares") are listed, the provisions of the Foreign Exchange Management Act, 1999 including any amendments, statutory modification(s) and/or re-enactment thereof ("FEMA") and rules and regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, the current Consolidated FDI Policy issued by

the Department for Promotion of Industry and Internal Trade, Ministry of Commerce, Government of India, each as amended, and any other provisions of applicable laws (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India ("GoI"), Ministry of Corporate Affairs ("MCA"), Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the Stock Exchanges and any other competent authority) (hereinafter singly or collectively referred to as "Appropriate Authorities") and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the lenders of the Company, SEBI, the Stock Exchanges, RBI, GoI and any other concerned statutory/ regulatory authorities and subject to such terms and conditions or modifications as may be prescribed or imposed by the Appropriate Authorities while granting of such approvals, permissions, consents and/ or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof, constituted by the Board to exercise the powers conferred by this resolution), the approval of the Shareholders be and is hereby accorded to create, offer, issue and allot such number of securities for cash, in one or more tranches by way of a Qualified Institutions Placement ("QIP"), through issue of preliminary placement document, placement document/ or other requisite offer document to Qualified Institutional Buyers ("QIBs")

in accordance with Chapter VI of the SEBI ICDR Regulations, whether they be holders of the Securities of the Company or not (the "Investors") as may be permitted under applicable laws and regulations, of an aggregate amount not exceeding Rs. 225 Crores (Rupees Two Hundred Twenty Five Crores Only) or equivalent amount thereof, inclusive of such premium as may be fixed on such Securities by offering the Securities at such price as may be permitted under applicable laws and in such manner and on such terms and conditions as may be deemed appropriate by the Board at its discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment of Securities, shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s), placement agent(s), underwriter(s) and/ or other advisor(s) appointed and / or to be appointed by the Board, in Indian Rupees or denominated in one or more foreign currencies, as the Board at its absolute discretion may deem fit and appropriate (the "Issue")."

**"RESOLVED FURTHER THAT** the issue and allotment of Securities is by way of QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning rendered to such term under Regulation 171(a) of the SEBI ICDR Regulations):

a) The allotment of Securities shall be made to Qualified Institutional Buyers as defined in the SEBI ICDR Regulations ("QIB's");

b) The Eligible Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and other applicable laws;

c) The number and/or price of the Eligible Securities or the underlying Equity Shares to be issued on conversion of Eligible Securities shall be appropriately adjusted for corporate actions such as bonus issues, rights issues, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate re-organisation or restructuring;

d) The Eligible Securities under the QIP shall be issued and allotted in dematerialised form;

e) In the event the Equity Shares are issued, the "relevant date" for the purpose of pricing of the Equity Shares, shall be the date of the Meeting in which the Board or the Committee of Directors authorized by the Board decides to open the QIP issue of such Equity Shares, subsequent to receipt of members' approval in terms of

the provisions of the Companies Act, 2013 and other applicable Laws, Rules, Regulations and Guidelines in relation thereto;

f) The Equity Shares issued and allotted under the Issue or allotted upon conversion of the equity-linked instruments issued in QIP shall rank pari passu in all respects including entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company;

g) In the event that Eligible Securities that are issued are eligible convertible securities, the relevant date for the purpose of pricing of the convertible securities, shall be either the date of the meeting at which the Board or a committee of directors authorized by the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for Equity Shares;

h) The tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed sixty months from the date of allotment;

i) Issue of Eligible Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with Regulation 176(1) under Chapter VI of the SEBI ICDR Regulations ("QIP Floor Price") and applicable law. The Board may, however, at its absolute discretion in consultation with the book running lead managers, issue Eligible Securities at a discount of not more than five percent (5%) or such other discount as may be

permitted under applicable regulations to the QIP Floor Price;

j) No single allottee shall be allotted more than fifty per cent (50%) of the issue size and the minimum number of allottees shall be as per the SEBI ICDR Regulations;

k) No allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company;

l) Any subsequent QIP shall not be undertaken until the expiry of two weeks from the date of the prior QIP made pursuant to this special resolution"

**RESOLVED FURTHER THAT** since the Issue size exceeds more than Rs. 100 crores, a SEBI registered external credit rating agency will be appointed by the Board as the Monitoring Agency to monitor the use of proceeds in terms of Regulation 173A of Chapter VI of SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of the Company, in consultation with the lead manager(s) advisors, industry consultants, chartered engineers, monitoring agency, escrow bank(s), independent chartered accountants and/or other intermediaries as may be appointed in relation to the Issue, be and is hereby authorized to take all actions including but not limited to the following and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient:

a) Decide the date for the opening and closing of the Issue of Securities, including determining the form and manner of the Issue, including the class of investors to whom the Securities are to be issued and allotted, type of security, number of Securities to be issued/allotted, issue price, face value, discount/premium and execution of various transaction documents;

b) Decide the timing of the Issue and allotment of the aforesaid Securities, subject, however to the applicable guidelines, notifications, rules and regulations;

c) Finalisation of the allotment of the Securities on the basis of the subscriptions received and the allotment of the Securities;

d) To deal with over-subscription/under-subscription in such manner as may be permitted by the applicable regulations;

e) To decide the allocation of finalize the objects of the Issue for which funds are being raised by the Company and all such additional matters in connection with or incidental thereto including allocation for General corporate purposes or any modifications to the objects of the Issue to the extent permissible under the applicable laws;

f) Finalisation of any arrangement for the submission of the preliminary and final offering circulars/ offer document(s), placement document(s) and any amendments and supplements thereto, with any applicable government and regulatory authorities, institutions or bodies, as may be required;

g) Approval of the preliminary and final offering circulars/ placement document/ offer document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalised in consultation with the placement agent(s), lead manager(s)/ advisor(s), in accordance with all applicable rules, regulations and guidelines including approval for any financial statements such as unaudited condensed interim financial statements, required for the purpose of the fund raising;

h) Entering into any arrangement for managing and marketing the proposed offering of Securities and to appoint, in its absolute discretion, managers (including placement agent(s), lead manager(s)), investment banker(s), merchant banker(s), financial and/or legal advisor(s), chartered accountants, company secretaries, industry experts, depositories, custodians, monitoring agency, listing agents, escrow bank(s)/agent(s) and other agents as may be required and sign all applications, filings, deeds, documents, memorandum of understanding and agreements with any such entities and to pay any fees, commissions, remunerations, and expenses in connection with the proposed offering of the Securities;

i) Approval of the placement agreement, escrow agreement, monitoring agency agreement, letters of allotment, listing application, engagement letter(s), memorandum of understanding and any other agreements or documents, presentations or other materials, as may be necessary in connection with the

issue/offering (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;

j) To determine the form and manner of the offering, identification and class of the Investors to whom the Securities are to be offered, utilization of the issue proceeds and the use of proceeds of the issue be monitored by a credit rating agency registered with SEBI, in accordance with SEBI ICDR Regulations;

k) To seek the consent of the lenders, concerned government, statutory and/or regulatory authorities in India or outside India or any other consents as may be required in connection with the issue and allotment of the Securities;

l) To seek listing of any or all of such Securities on the Stock Exchanges;

m) To settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotments and utilization of the issue proceeds as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholder or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and accordingly, any such action, decision or direction of the Board shall be binding on all the shareholders of the Company;

n) To decide and approve the terms and conditions of the issue of the Securities and

also shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient;

o) To authorise any director(s) or officer(s) of the Company, including by way of grant of power of attorneys, to do any such acts, deeds and things as they may in their absolute discretion deem necessary or desirable in connection with the issue and allotment of the Securities;

p) To do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, proper, expedient, desirable or appropriate for making the said issue as aforesaid and to settle any question, query, doubt or difficulty that may arise in this regard including the power to allot under subscribed portion, if any, in such manner and to such persons(s) as it may deem fit and proper in its absolute discretion to be the most beneficial to the Company."

**RESOLVED FURTHER THAT** subject to compliance with applicable law, the issue of Equity Shares underlying the Securities to the holders of the Securities shall, inter alia, be subject to the following terms and conditions:

a. in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares shall stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;

b. in the event of the Company making a bonus issue by way of capitalisation of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;

c. in the event of any merger, amalgamation, takeover or any other re-organisation or any such corporate action, if and as required, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and

d. in the event of consolidation and / or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and / or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

**“RESOLVED FURTHER THAT** the net proceeds from the issue of the Securities would be utilised as per the objects stated in the explanatory statement.”

**“RESOLVED FURTHER THAT** the Securities shall not be eligible to be sold by the allottee(s) for a period of one year from the date of allotment, except on a recognized stock exchange, or as may be allowed under the SEBI ICDR Regulations from time to time. Furthermore, the tenure of convertible or exchangeable Eligible Securities issued shall not exceed sixty months from the date of allotment.”

**“RESOLVED FURTHER THAT** the Board shall have the authority and power to accept any modifications to the terms of the Issue, as may be required or imposed by the SEBI/Stock Exchanges or other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing of the Securities and as may be agreed to by the Board.”

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed while granting any such approval, consents or permissions by such governmental body, authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability, as per the applicable laws and prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion, to dispose of such Securities that are not subscribed, in accordance with the applicable laws.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to take all actions and to do all such acts, deeds, matters and things,

without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), KMP(s), committee(s) which may be/have been constituted to exercise its powers including the powers conferred by this Resolution, executive(s), officer(s) or representatives(s) of the Company or to any other person, as may be necessary to give effect to this resolution.”

**By Order of the Board of Directors,**  
for Pakka Limited



Sachin Kumar Srivastava  
Company Secretary & Legal Head  
FCS No.: 11111

**Place:** Ayodhya  
**Date:** 14th June, 2024

## NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular No.3/2022 dated 5th May, 2022 read with General Circular No.14/2020 dated 8th April, 2020, General Circular No.17/2020 dated 13th April, 2020, General Circular No.22/2020 dated 15th June, 2020, General Circular No.33/2020 dated 28th September, 2020, General Circular No.39/2020 dated 31st December, 2020, General Circular No.10/2021 dated 23rd June, 2021, General Circular No.20/2021 dated 8th December, 2021 and General Circular No.11/2022 dated 28th December, 2022 (collectively referred to as ‘MCA Circulars’), the Company is being permitted for convening the Extra-ordinary General Meeting (“EGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with SEBI Circular dated 5th January, 2023, the EGM of the Members of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company situated at 2nd Floor, 24/57, Birhana Road, Kanpur – 208001, Uttar Pradesh, India.

2. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended (‘Act’) setting out material facts concerning the businesses

with respect to Items No. 1 to 2 forms part of this Notice. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) and Secretarial Standard - 2 on General Meetings/issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment at this Extra-ordinary General Meeting (‘Meeting’ or ‘EGM’) is furnished as an Annexure to the Notice.

3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.4. Since the EGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

4. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

5. Dispatch of EGM Notice through Electronic Mode:

In compliance with the MCA Circulars and SEBI Circular, Notice of the EGM along with Annexures is being sent only through electronic mode to those Members whose e-mail address

is registered with the Company/ Depository Participants. Members may note that the EGM Notice will also be available on the Company’s website [www.pakka.com](http://www.pakka.com), websites of the Stock Exchange that is BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and on the website of Company’s Registrar and Transfer Agent, Skyline Financial Services Private Limited (“Skyline”) at [www.skylinerta.com](http://www.skylinerta.com).

6. To support ‘Green Initiative’ for receiving all communication (including EGM Notice) from the Company electronically:

a) Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at [info@skylinerta.com](mailto:info@skylinerta.com).

b) Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant.

c) SEBI vide its circular dated 30th May 2022 has prescribed Standard Operating Procedures for dispute resolution under the Stock Exchange arbitration mechanism for a dispute between a Listed Company and/or RTA and its Shareholders(s) / investor(s). The said circular is available on the website of the Company at [www.pakka.com](http://www.pakka.com).

7. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [amitguptacs@gmail.com](mailto:amitguptacs@gmail.com) with a copy marked to [sachin.srivastava@pakka.com](mailto:sachin.srivastava@pakka.com).

However, the Body Corporate are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.

8. Members seeking any information with regard to the matter to be placed at the EGM, are requested to write to the Company on or before Wednesday, 3rd July, 2024 to email id [sachin.srivastava@pakka.com](mailto:sachin.srivastava@pakka.com). The same will be replied by the Company suitably.

9. The Members can join the EGM in the VC/OAVM mode 15 minutes before and also after the scheduled time of the commencement of the EGM by following the procedure mentioned in this Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1,000 members on first-come-first-served basis. The large Shareholders (i.e., Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and

Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., are allowed to attend the EGM without restriction on account of first-come-first-served principle.

10. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

11. All documents referred to in the accompanying Notice shall be open for inspection by the Members by writing an e-mail to the Company [sachin.srivastava@pakka.com](mailto:sachin.srivastava@pakka.com).

12. The Company's Registrar and Transfer Agent for its share registry work (Physical and Electronic) is Skyline Financial Services Private Limited (herein after referred to as "RTA"). All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Share Transfer Agents, at the address mentioned below:

**Skyline Financial Services Private Limited,**  
D-153 A, 1st Floor,  
Okhla Industrial Area,  
Phase -I,  
New Delhi - 110 020  
Ph. No. 011-40450193-97 & 011-26812682-83  
Email: [info@skylinerta.com](mailto:info@skylinerta.com)  
Website: <https://www.skylinerta.com>

13. As directed by SEBI, Members are requested to-

i) Intimate to the DP, changes if any, in their

registered addresses and/or changes in their Bank account details, if the shares are held in dematerialized form.

ii) Intimate to the Company's RTA, changes if any, in their registered addresses, in their bank account details, if the shares are held in physical form (share certificates).

iii) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.

**iv) Dematerialize the Physical Shares to Electronic Form (Demat) to eliminate all risks associated with Physical Shares. Our Registrar and Transfer Agents viz., Skyline Financial Services Private Limited, New Delhi (Phone 91 11 26812682 - 83) may be contacted for assistance, if any, in this regard. Further, as per amendment to Regulation 40 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form effective 1st April, 2019. Members are advised to Dematerialize the shares held by them in physical form.**

14. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form who have not done so are requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares



in physical form can submit their PAN details to RTA.

15. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

16. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.pakka.com](http://www.pakka.com) under the section "Investors" and on the website of NSDL <https://www.evotingnsdl.com> immediately. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed.

#### **17. Process and manner for Members opting for e-Voting is as under:**

I. In compliance with the provisions of Section 108, and other applicable provisions of the Act, read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company is offering only e-Voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of NSDL for facilitating e-Voting to enable the Members to cast their votes electronically as well as for e-Voting during the EGM. Resolution(s) passed by Members

through e-Voting is/are deemed to have been passed as if it/they have been passed at the EGM.

II. Members are provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the EGM and Members participating at the EGM, who have not already cast their vote by remote e-Voting, are eligible to exercise their right to vote at the EGM.

III. Members who have already cast their vote by remote e-Voting prior to the EGM will also be eligible to participate at the EGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast the vote through remote e-Voting.

IV. Members of the Company, holding shares either in physical form or electronic form, as on the cut-off date of Wednesday, 3rd July, 2024, may cast their vote by remote e-Voting. The remote e-Voting period commences on Saturday, 6th July, 2024 at 9 a.m. (IST) and ends on Monday, 8th July, 2024 at 5 p.m. (IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

V. The instructions for Members attending the EGM through VC/OAVM are as under:

A. The Members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the steps

mentioned below for 'Log-in to NSDL e-Voting system'. The link for VC/OAVM will be available in 'Member login' where the EVEN of the Company will be displayed. After successful login, the Members will be able to see the link of 'VC/OAVM link' placed under the tab 'Join Extra-Ordinary General Meeting' against the name of the Company. On clicking this link, the Members will be able to attend and participate in the proceedings of the EGM through a livebroadcast of the meeting and submit votes on announcement by the Chairman.

**B. Members may join the EGM through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.**

C. Members are encouraged to submit their questions in advance with regard to matter to be placed at the EGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address at [sachin.srivastava@pakka.com](mailto:sachin.srivastava@pakka.com) before 5 p.m. (IST) on Wednesday, 3rd July, 2024. Queries that remain unanswered at the EGM will be appropriately responded to the Company at the earliest.

D. Members who would like to express their views/ ask questions as a Speaker at the EGM may preregister themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number to [sachin.srivastava@pakka.com](mailto:sachin.srivastava@pakka.com) on or before Wednesday, 3rd July, 2024 (5 p.m. IST). Only those Members who have pre-registered themselves as Speakers will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

VI. The instructions for Members for remote e-Voting are, as under:

#### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of 'Two Steps' which are mentioned below:

#### **STEP 1: ACCESS TO NSDL E-VOTING SYSTEM**

##### **A) Log-in method for e-Voting and joining virtual meeting for Individual Shareholders/ Members holding securities in demat mode**

In terms of the Circular issued by the Securities and Exchange Board of India dated 9th December 2020, on 'e-Voting facility provided by Listed Companies', e-Voting process has been enabled to all the individual Demat account holders, by way of single login credential, through their Demat accounts/websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual

Demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Members are advised to update their mobile number and email ID with their DPs in order to access e-Voting facility.

Log-in method for Individual Members holding securities in Demat mode is given below:

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**Type of Members**

Individual Members holding securities in demat mode with NSDL.

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**Login Method**

i. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsd.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the **“Beneficial Owner”** icon under **“Login”** which is available under **‘IDeAS’** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to **e-Voting website of NSDL** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

ii. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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 i.e. NSDL and you will be redirected to **e-Voting website of NSDL** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

iv. 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



Type of Members	Login Method
Individual Members holding securities in demat mode with CDSL	<p>i. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>ii. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>iii. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>iv. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Members (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login Method	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**HOW TO LOG-IN TO NSDL E-VOTING WEBSITE?**

i) 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.

ii) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

iii) A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

iv) Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

v) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 119696 then user ID is 119696001***

vi) Your Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

vii) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

viii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

ix) Now, you will have to click on "Login" button.

x) After you click on the "Login" button, Home page of e-Voting will open.

## **STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **VII. The Instructions for Member for e-Voting during the proceedings of the EGM are as under:**

A. The procedure for remote e-Voting during the EGM is same as the instructions mentioned above for remote e-Voting since the Meeting is being held through VC/ OAVM.

B. Only those Members, who will be present in the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.

C. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

D. Members who need assistance before or during the EGM, can contact Ms. Pallavi Mhatre, Manager - NSDL or Mr. Amit Vishal, Senior Manager - NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on : 1800 1020 990 and 1800 22 44 30.

### **General Guidelines for Members**

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager-NSDL or Mr. Amit Vishal, Senior Manager-NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

3. You can also update your mobile number and email ID in the user profile details of the folio which may be used for sending future communication(s).

VIII. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, 3rd July, 2024.

IX. Any person holding shares in physical form and non-individual Members, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Wednesday, 3rd July, 2024 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or the Company/SFSPL

However, if the person is already registered with NSDL for remote e-Voting, then the existing user ID and password of the said person can be used for casting vote. If the person forgot his/her password, the same can be reset by using 'Forgot user Details/Password' or 'Physical user Reset Password' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or by calling on toll free

no. 1800 1020 990 and 1800 224 430. In case of Individual Members holding securities in Demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Wednesday, 3rd July, 2024 may follow steps mentioned in the notes to Notice under 'Access to NSDL e-Voting system'.

X. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting, as well as voting at the meeting.

XI. The Board of Directors has appointed Mr. Amit Gupta (FCS 5478, CP 4682) of Amit Gupta & Associates, Company Secretaries as Scrutinizer to scrutinize the voting at the EGM and remote e-Voting process, in a fair and transparent manner.

XII. The Chairman shall, at the EGM, at the end of the discussion on the resolutions on which voting is to be held, allow voting, by use of a remote e-Voting system for all those Members who are present during the EGM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting module during the EGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

XIII. The Scrutinizer shall, after the conclusion of voting at the EGM, first count the votes cast during the Meeting and, thereafter, unblock the votes cast through remote e-Voting, in

the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days from the conclusion of the EGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XIV. The Results declared, alongwith the Scrutinizer's Report, shall be placed on the Company's website [www.pakka.com](http://www.pakka.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com), immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE Limited and National Stock Exchange of India Limited and be made available on their respective websites viz. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

**By Order of the Board of Directors,**  
for Pakka Limited



Sachin Kumar Srivastava  
Company Secretary & Legal Head  
FCS No.: 11111

**Place:** Ayodhya

**Date:** 14th June, 2024

## **EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)**

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 1 to 2 of the accompanying Notice dated 14th June, 2024:

### **ITEM NO. 1**

The Board of Directors of the Company ('the Board') at the meeting held on 13th June, 2024, on the recommendation of the Nomination & Compensation Committee ('the Committee'), appointed Shri Alok Ranjan as an Additional Director (Non-Executive & Independent) and recommended for the approval of the Members, the appointment of Shri Alok Ranjan as a Director and also as an Independent Director of the Company, as set out in the Resolution. Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") provides that the listed entity shall ensure that approval of shareholders for the appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received notices in writing from members under Section 160 of the Act proposing the candidature of Shri Alok Ranjan for the office of Director of the Company.

Shri Alok Ranjan, is not disqualified from being

appointed as a Director in terms of Section 164 of the Companies Act, 2013 ('the Act') and pursuant to Section 152 of the Act, has given his consent to act as a Director of the Company, and requisite Notice, pursuant to Section 160 of the Act, proposing his appointment as a Director of the Company has been received. Declaration has also been received from Shri Alok Ranjan that he meets the criteria of independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 16 of the Listing Regulations.

Shri Alok Ranjan is a retired IAS officer with 38 years of experience who serves as a bright testament of dedication and impactful leadership. He started with a strong academic foundation - a B.A. (Hons.) in Economics from St. Stephen's College, Delhi, and an MBA from IIM Ahmedabad. He went on to score an impressive All India Rank 4 in U.P.S.C. Civil Services Exam in the year 1978.

Early in his career, he tackled various challenges as the District Magistrate in several districts of Uttar Pradesh viz. Ghazipur, Banda, Agra, Allahabad, and Ghaziabad. He dealt with rural development, law and order, and elections, leaving a positive mark on the communities, he served.

His leadership skills and potential never went unnoticed. This led him to rise to oversee key departments, such as urban development and finance. Here, he went beyond basic administration, championing reforms in property taxes and education.



His appointment as a Chief Secretary of Uttar Pradesh came with a lot more responsibilities which he tackled with ease. He managed the entire state government, from policymaking to development plans and law and order. His tenure saw rapid completion of major projects like the Lucknow Metro. He also championed economic development through the IT City project and improved energy access. He played a key role in launching critical programs and services like the ambulance service and women's helpline.

Even after retirement, Shri Alok Ranjan continues to contribute. He shares his vast experience by advising the government and serving on corporate boards. He's also a visiting professor, sharing his knowledge with future leaders. He has authored five books and frequently writes articles for various national publications, including Times of India, Economics Times, HT, The Pioneer, Business Standard, ET Government, and The Millennium Post.

Shri Alok Ranjan possesses the appropriate skills, experience, knowledge and capabilities required for the role of an Independent Director of the Company. He also possesses appropriate skills, expertise and competencies in the context of the Company's businesses, particularly in the areas of legal & compliance, corporate governance and industry knowledge. Considering Shri Alok Ranjan's diverse experience, professional competence and extensive knowledge, his induction on the Board

will be in the overall interest of the Company. Shri Ranjan's candidature is in conformity with the requirements of the Act and the Listing Regulations. Further, in the opinion of the Committee and the Board, Shri Ranjan fulfils the conditions specified in the Act & the Rules thereunder and the Listing Regulations for appointment as an Independent Director, and he is independent of the management of the Company.

Additional information in respect of Shri Alok Ranjan, including his brief resume, nature of his expertise in specific function areas and name of companies in which he holds directorship and memberships / chairmanships of Board Committees, shareholding and relationship between directors inter-se pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, is placed in Annexure - A.

Shri Alok Ranjan shall not be liable to retire by rotation and to hold office for a term of 5 (five) consecutive years or till such earlier date on the Board of the Company to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.

A copy of the letter of appointment of Shri Alok Ranjan as an Independent Director setting out the terms and conditions has been placed on the website of the Company and is also available for inspection by members.

This Statement may also be regarded as a disclosure pursuant to the Listing Regulations as amended.

Shri Alok Ranjan, and his relatives, are interested in this Special Resolution. None of the Directors and Key Managerial Personnel of the Company, or their relatives, is in any way, concerned or interested, financially or otherwise in this Special Resolution. Shri Ranjan is not related to any of the Directors or Key Managerial Personnel of the Company.

The Board commends the Special Resolution set out in Item No.1 of the Notice for approval by the shareholders.

## **ITEM NO. 2**

The Company is implementing the 'Jagriti Project' with a project cost of INR 675 crores, envisaging the expansion of the paper manufacturing plant by setting up one number of a new paper machine (i.e. PM-4) with the installed capacity of 100 TPD, increase in the installed capacity of one of the 3 existing paper machines (i.e. PM-3) from 70 TPD to 80 TPD, increase in the capacity of pulp mill from the current 135 TPD to 175 TPD and installation of a new 15 MW power plant in addition to the currently installed 6 MW and 2.5 MW plants at the factory at the Ayodhya Plant, in respect of which the implementation had already commenced from the internal accruals of the Company and securing the disbursement of Rs. 50 crores against the sanction of a term

loan of Rs. 75 crores from Axis Finance Limited vide Sanction Letter No. AFL/CO/2023-24/Sep/782A dated September 20, 2023.

Moreover, the Company is committed to investing in Pakka Guatemala S.A. through Pakka Inc., a wholly-owned subsidiary, to seize a Strategic Opportunity for Nearshoring the production of Bagasse based Food-Packaging and Moulded Service Ware by creating and leading new value space in the North American food industry market by providing compostable (not only biodegradable) packaging.

The Company anticipates further growth opportunities in its existing operations and continues to evaluate various avenues for expansion and achieving growth. Towards this, the Company continues to require capital to achieve such growth and expansion. Accordingly, the Company intends to raise capital by way of a qualified institutions placement ("QIP") to eligible investors through the issuance of Eligible Securities including equity shares and/or convertible securities in accordance with applicable laws and use the proceeds from the QIP, towards the objects specified herein below.

The proposed issue of capital is subject to, inter alia, the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India ("SEBI"), BSE Limited ("BSE") and National Stock Exchange of India ("NSE" and together

with BSE, "Stock Exchanges"), Reserve Bank of India, Ministry of Corporate Affairs, Government of India, Registrar of Companies, to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/statutory authorities, as may be required in this regard, domestically or internationally.

Accordingly, the board of directors of the Company ("Board") at their meeting held on Thursday, June 13, 2024, had considered the proposal and accorded necessary approvals, subject to the approval of the shareholders and other concerned authorities as indicated above, raising funds by way of issuance of fully paid-up Equity Shares and / or securities convertible into Equity Shares, and / or non-convertible debt instruments along with warrants (hereinafter collectively referred to as the "Securities") or any combination of the Securities, in accordance with applicable law, in one or more tranches, for an aggregate amount of up to Rs. 225 Crores (Rupees Two Hundred and Twenty-Five crores only). The Resolution contained in the agenda of the notice seeks to empower the Board of Directors to undertake a qualified institutions placement with qualified institutional buyers as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"). The Board of Directors may at its discretion adopt this mechanism as prescribed under Chapter VI of the SEBI ICDR Regulations for raising the funds, without the need for fresh approval from the Members.

The proposal seeks to confer upon the Board (including a Committee thereof), the absolute discretion to determine the terms of the aforementioned issuance of Securities, including the exact price, proportion and timing of such issuance, based on an analysis of the specific requirements and market conditions. The detailed terms and conditions of such issuance will be determined by the Board or a Committee thereof, considering prevailing market conditions, practices and in accordance with the applicable provisions of law and other relevant factors. Accordingly, the Board (including a Committee thereof) may, in its discretion, adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company.

The Board of Directors, at its meeting held on 13th June, 2024, has accorded its approval for raising of funds by the Company for an amount not exceeding Rs. 225 crores (Rupees Two Hundred and Twenty-Five Crores only) through issue of one or more nature of Securities, subject to Members' approval and such other approvals as may be required under the applicable laws. The Securities allotted as above would be listed on BSE Limited and National Stock Exchange of India Limited. The offer/issue/ allotment would be subject to regulatory approvals, if any. The conversion of Securities, if any, held by foreign investors into Equity Shares would be subject to the applicable foreign exchange regulations and sectoral caps, if any.

As and when the Board or a Committee thereof takes a decision on matters pertaining to the proposed fund raise, on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the SEBI Listing Regulations. This Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot the Securities to the Investors, who may or may not be the existing members of the Company.

### **I. Objects of the Issue**

The Company shall utilize the proceeds from the Issue (after adjustment of expenses related to the Issue) at various stages for the usage of one or more, or any combination of the following: i) capital expenditure for organic growth, strategic initiatives, expansion and development of one or more of Company's manufacturing facilities including 'Jagruti Project' (ii) Investment/funding subsidiaries or acquisitions (iii) general corporate purposes and other purpose(s) as may be permissible under applicable laws and approved by the Board of the Company.

The funds to be used for general corporate purposes, shall not exceed 10% of the funds to be raised through the Issue.

Pending utilization of the proceeds from the Issue, the Company shall invest such proceeds in the highest credit quality short-term money market mutual funds, deposits in scheduled

commercial banks or any other investment as permitted.

### **II. Amount of the Offering**

The approval of the shareholders by way of a Special Resolution is sought to be obtained to fulfil the aforesaid objects by raising funds by way of issuance of equity shares of face value of Rs. 10/- each ("Equity Shares"), and/or other Eligible securities (including warrants or otherwise) (all of which are hereinafter collectively referred to as "Securities") or any combination thereof, in accordance with applicable law, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in the course of domestic and/or international offering(s) in one or more foreign markets, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the lead managers and/or other advisor(s) or otherwise, for an aggregate amount not exceeding Rs. 225 crores (Rupees Two Hundred Twenty Five Crores Only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of a QIP in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) ("SEBI ICDR Regulations"), Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the

Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Memorandum and Articles of Association of the Company and other applicable laws. ("Issue").

### **III. Relevant Date**

In terms of the provisions of regulation 171(b) of the SEBI ICDR Regulations the relevant date for the purpose of pricing the Equity Shares to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or any committee duly authorized by the Board, decides to open the proposed Issue and in case eligible securities are eligible convertible securities, then the relevant date for the purpose of pricing of the convertible securities to be issued and allotted shall be the date of the meeting in which the Board or any committee duly authorized by the Board, decides to open the proposed Issue or the date on which the holders of such eligible convertible securities become entitled to apply for the Equity Shares, as provided under the SEBI ICDR Regulations.

### **IV. Basis or Justification of Pricing**

The issue of Securities may be consummated through single or multiple offer documents, in one or more tranches, at such time or times, at such price, at a discount or premium to market price in such manner and on such terms and conditions as the Board may in its absolute discretion decide taking into consideration

prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and other agencies and subject to the SEBI ICDR Regulations and other applicable laws, rules, regulations and guidelines.

The issuance of Securities by way of a QIP, as per the provisions of the SEBI ICDR Regulations, shall be made at a price not less than the floor price calculated in accordance with Chapter VI of the ICDR Regulations and applicable law. The Board or Committee of Directors duly authorized by the Board are hereby being authorized to offer a discount of not more than five percent on such price determined in accordance with the pricing formula provided under Regulation 176 of the SEBI ICDR Regulations or such other discount as may be permitted in accordance with applicable law.

#### **V. Interest of Promoters, Directors and Key Managerial Personnel**

The Promoters, members of the Promoter Group, Directors and Key Managerial Personnel of the Company will not subscribe to the QIP. No allotment shall be made, either directly or indirectly, to any Qualified Institutional Buyer who is a promoter of the Company, or any person related to promoters of the Company in terms of the SEBI ICDR Regulations.

#### **VI. Schedule of Offering**

The detailed terms and conditions for the

offering will be determined in consultation with the advisors, lead managers and underwriters and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements. The allotment of the Securities pursuant to the Offering shall be completed within 365 days from the date of this resolution or such other period as may be prescribed under the ICDR Regulations or other applicable laws from time to time.

#### **VII. Monitoring of Utilization of Funds**

Given that the issue size exceeds Rs.100 Crore (Rupees One Hundred Crore only), in terms of Regulation 173A of the SEBI ICDR Regulations, the Company shall appoint a SEBI registered credit rating agency as the monitoring agency to monitor the use of the proceeds of the Issue ("Monitoring Agency").

The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty-five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

#### **VIII. Proposed time limit within which the allotment shall be complete:**

In terms of SEBI (ICDR) Regulations, the allotment of the Securities shall be completed within 365 days from the date of this resolution, or such other period as may be prescribed under the ICDR Regulations or other applicable laws from time to time.

#### **IX. Lock-in Period/Transferability**

In terms of the provisions of regulation 178 of the SEBI ICDR Regulations, the eligible securities allotted under the qualified institution placement shall not be sold by the allottee(s) for a period of one year from the date of allotment, except on a recognized stock exchange.

#### **X. Undertakings**

- a. None of the Directors or Promoters of the Company are fugitive economic offenders as defined under the SEBI ICDR Regulations;
- b. The equity shares of the same class, which are proposed to be allotted through qualified institutions placement or pursuant to conversion or exchange of eligible securities offered through qualified institutions placement, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution; and
- c. The Company shall not undertake any

subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to this special resolution, or such other time as may be prescribed in the SEBI ICDR Regulations or other applicable laws.

#### **XI. Other Material Terms**

a. the allotment of Securities shall only be made to the eligible Qualified Institutional Buyers as defined in the SEBI ICDR Regulations;

b. no partly paid-up Eligible Securities shall be issued/allotted:

Provided that in case of allotment of non-convertible debt instruments along with warrants, the allottees may pay the full consideration or part thereof payable with respect to warrants, at the time of allotment of such warrants:

Provided further that on allotment of equity shares on exercise of options attached to warrants, such equity shares shall be fully paid-up;

c. all eligible securities issued through this qualified institutions placement shall be listed on the recognised stock exchange where the equity shares of the Company are listed;

d. the number and/or price of the Eligible Securities or the underlying Equity Shares issued on conversion of Eligible Securities convertible into Equity Shares shall be

appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalisation of profit or reserves, or any such capital or corporate restructuring;

e. no single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations; and it is clarified that QIBs belonging to the same group or who are under the same control shall be deemed to be a single allottee;

f. A minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs, in accordance with the ICDR Regulations;

g. The tenure of the convertible or exchangeable eligible securities issued through qualified institutions placement shall not exceed sixty months from the date of allotment;

h. The schedule of the QIP will be as determined by the Board or its duly authorized committee; and

i. The detailed terms and conditions for the offer will be determined in consultation with the advisors, lead manager(s) and underwriters and such other authority or authorities as may

be required, considering the prevailing market conditions and other regulatory requirements.

Section 62(1)(c) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by issue of further equity shares, such further equity shares shall be offered to the existing shareholders of such company and to any persons other than the existing shareholders of the company, after seeking prior approval of the shareholders by way of a special resolution. Since the special resolution proposed in this notice may result in the issuance of equity shares of the Company to the existing shareholders of the Company and to persons other than the existing shareholders of the Company, approval of the shareholders of the Company is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of SEBI ICDR Regulations.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after receipt of prior approval of its shareholders by way of a Special Resolution. Consent of the shareholders would therefore be necessary pursuant to the aforementioned provisions of the Companies Act, 2013 read with applicable provisions of the SEBI ICDR Regulations and the Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), for issuance of Securities.

The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment limits and relevant foreign exchange regulations, including the Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/or re-enactment(s) thereof ("FEMA") and rules and regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, each as amended. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the SEBI Listing Regulations.

Further, the Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them and hence the details of the proposed allottees, the percentage of their post-QIP shareholding, the shareholding pattern of the Company and other relevant details are not provided. The proposal, therefore, seeks to confer upon the Board/ its duly constituted committee the absolute discretion and adequate flexibility to determine the terms of the QIP, including but not limited to the identification of the proposed investors and the quantum of Securities to be issued and allotted to each such investor, in accordance with the provisions of the applicable laws.

As the Issue may result in the issue of Equity Shares of the Company to investors who may or may not be shareholders of the Company, consent of the shareholders is being sought pursuant to Sections 23, 42, 62(1)(c), 71 and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI Listing Regulations and SEBI ICDR Regulations.

In terms of Section 102(1) of the Companies Act, 2013, none of the Directors and Key Managerial Personnel or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board believes that the proposed QIP issue is in the best interest of the Company and therefore recommends the Special Resolution as set out in the accompanying notice for approval of the shareholders.

**By Order of the Board of Directors,**  
*for* Pakka Limited



Sachin Kumar Srivastava  
Company Secretary & Legal Head  
FCS No.: 11111

**Place:** Ayodhya  
**Date:** 14th June, 2024

PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CLAUSE 1.2.5 OF THE SECRETARIAL STANDARDS - 2, THE DETAILS OF THE DIRECTOR PROPOSED TO BE RE-APPOINTED / APPOINTED AT THE ENSUING EXTRA-ORDINARY GENERAL MEETING ARE GIVEN BELOW:

Sr. No.	Particulars	Shri Alok Ranjan
1.	Category / Designation	Additional Director (Independent & Non-Executive)
2.	Director Identification Number (DIN)	08254398
3.	Age	68 years
4.	Date of Birth	09-03-1956
5.	Original Date of Appointment	13-06-2024
6.	Qualifications	M.B.A.
7.	Occupation	Retired I.A.S./ Motivational Speaker / Consultant
8.	Chairmanship / Membership of Committees in other Companies*	NIL
9.	Number of Equity Shares held in the Company	NIL
10.	Number of Equity Shares held in the Company for any other person on a beneficial basis	NIL
11.	Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	NIL
12.	Terms and conditions of appointment or re-appointment	Appointed for 5 Years
13.	Remuneration last draw (in FY 2023-24), if applicable	N.A.
14.	Remuneration proposed to be paid	As per terms & conditions as contained in the resolution along with explanatory statement.
15.	Number of Meetings of the Board attended during the year	NIL
16.	Justification for choosing the appointees for appointment / re-appointment as Independent Director	Considering his extensive knowledge and experiences, his association with the company as an Independent Director would be in the best interest of the Company.
17.	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Shri Alok Ranjan is a qualified M.B.A. from I.I.M., Ahmedabad.
18.	Category / Designation	Director (Non-Executive & Independent).

**By Order of the Board of Directors,**  
for Pakka Limited



Sachin Kumar Srivastava  
Company Secretary & Legal Head  
FCS No.: 11111

**Place:** Ayodhya  
**Date:** 14th June, 2024