



# 43rd Annual General Meeting

# PAKKA LIMITED

(Previously known as Yash Pakka Limited)

**Regd. Office:** 2<sup>nd</sup> Floor, 24/57, Birhana Road, Kanpur, Uttar Pradesh – 208001, India

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

**CIN** – L24231UP1981PLC005294 | **T:** +91 5278 258174

**E:** connect@pakka.com | **Website:** <https://www.pakka.com>

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE FORTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF PAKKA LIMITED will be held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") on Friday, the 29<sup>th</sup> September, 2023 at 10:00 a.m. (IST) to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023 together with the Reports of the Board of Directors and the Auditors thereon and if thought fit, to pass, the following resolutions as an Ordinary Resolution:

**"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023 and the reports of the Board of Directors' and Auditors' thereon laid before this meeting, be and are hereby considered, approved and adopted".

2. To receive consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023 together with the Reports of the Auditors thereon and if thought fit, to pass, the following resolutions as an Ordinary Resolution:

**"RESOLVED THAT** the Audited Consolidated Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2023 and the report of the Auditors thereon laid before this meeting, be and are hereby considered, approved and adopted".

3. To declare a final dividend of Rs. 2.40 per equity share for the year ended 31<sup>st</sup> March, 2023 and if thought fit, to pass, the following resolutions as an Ordinary Resolution:

**"RESOLVED THAT** approval be and is hereby accorded for the payment of final dividend of Rs.2.40/- (Rupees two and forty paise only) per equity shares of the face value of Re. 10/- each for the financial year ended 31<sup>st</sup> March, 2023 as recommended by the Board of Directors at their meeting held on 29<sup>th</sup> April, 2023".

4. To appoint a Director in place of Mrs. Kimberly Ann McArthur (DIN: 05206436), who retires by rotation and being eligible, offers her candidature for re-appointment and if thought fit, to pass, the following resolutions as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with Article of Association of the Company, Mrs. Kimberly Ann McArthur (DIN: 05206436), who retires by rotation and being eligible seeks re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation".

### SPECIAL BUSINESS:

5. Re-Appointment of Mr. Jagdeep Hira (DIN: 07639849) as the Managing Director from 21<sup>st</sup> July, 2023 to 20<sup>th</sup> July, 2028.

To consider and, if thought fit, to pass the following Resolution(s) as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any

statutory modification(s) or re-enactment thereof for the time being in force), recommendation of Nomination and Remuneration Committee, the approval of the Shareholders of the Company be and is hereby accorded for the reappointment of Mr. Jagdeep Hira (DIN: 07639849) as the Managing Director of the Company for a period of 5 years with effect from 21<sup>st</sup> July, 2023 on the following remuneration and terms and conditions:-

- (a) **Basic Salary:** Rs.9,00,000/- (Rupees Nine Lakhs Only) per month. Increment will be effective from 1<sup>st</sup> June each year. The increment amount will be decided by the Board on the recommendation of Nomination & Remuneration Committee subject to maximum ceiling limit of Rs.20,00,000/- (Rupees Twenty Lakhs Only) per month.
- (b) **Variable Dearness Allowance (V.D.A.):** Rs.5,347/- per month. The same will be variable as per applicable government order.
- (c) **Outfit Allowance:** Rs.25,000/- (Rupees Twenty-Five Thousand) per month. The same will be as applicable from time to time.
- (d) **Driver Allowance:** Rs.25,000/- (Rupees Twenty-Five Thousand) per month. The same will be as applicable from time to time.
- (e) **For Serving Office Duties:** Rs.25,000/- (Rupees Twenty-Five Thousand) per month. The same will be as applicable from time to time.
- (f) **Special Allowance:** Rs.42,100/- (Rupees Forty-Two Thousand and One Hundred) per month. The same will be as applicable from time to time.
- (g) **Production Incentive:** As per applicable scheme for the Team Members of the Company, as amended from time to time.
- (h) **Commission on Net Profit:** Mr. Jagdeep Hira will be entitled for Commission up to 0.50% of the net profit of the Company w.e.f. 1<sup>st</sup> July, 2023.
- (i) **Bonus:** Mr. Jagdeep Hira will be entitled for Bonus as per applicable scheme for the Team Members, as amended from time to time.
- (j) **Employees Provident Fund (EPF):** Mr. Jagdeep Hira will be entitled to the Employees Provident Fund as per policy of the Company. The Company's contribution to Provident Fund, to the extent these either singly or together are not taxable under the Income Tax Act, 1961.
- (k) **National Pension Scheme (NPS):** Mr. Jagdeep Hira will be entitled to his employers' contribution to the National Pension Scheme as per the policy of the Company.
- (l) **Gratuity:** Mr. Jagdeep Hira will be entitled to Gratuity payable as per the policy of the Company.
- (m) **Encashment of Leave:** Mr. Jagdeep Hira will be entitled for Encashment of Leave. However, Encashment of leave at the end of his tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.
- (n) **Minimum Remuneration:** If in any accounting year, the Company has no profits or its profits are inadequate or in any case, remuneration by way of salary, perquisites and other allowances will be subject to the ceilings set out in Schedule V of the Companies Act, 2013.
- (o) **Other Expenditure:** Mr. Jagdeep Hira will be entitled to reimbursement of entertainment, traveling, hotel and other expenses actually incurred by him in performance of the duties on behalf of the Company.
- (p) **Other Benefits:** Any other benefits, facilities, allowances and expenses may be allowed under Company rules/schemes and available to other employees.
- (q) **Sitting Fees:** No Sitting Fees will be paid for attending the meetings of the Board of Directors of the Company or Committees thereof.
- (r) **Allowance:** Payment of all the allowances including production incentive shall be limited to Rs.20,00,000/- (Rupees Twenty Lakhs Only) p.m.
- (s) **Retire by rotation:** Mr. Jagdeep Hira's office shall be liable to retire to rotation in terms of the provisions of Section 152(6) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the aforesaid terms and conditions shall be effective from 1<sup>st</sup> June, 2023 except commission on net profit which is effective from 1<sup>st</sup> July, 2023.

**RESOLVED FURTHER THAT** Mr. Jagdeep Hira shall, subject to superintendence, control and directions of the Board of Directors, have substantial powers of management of the affairs of the Company and shall perform such duties and

exercise such powers as have been or may from time to time be entrusted to or conferred upon him by the Board.

**RESOLVED FURTHER THAT** the consent of the shareholders of the Company be and is hereby accorded for payment of aforesaid remuneration, (i) notwithstanding loss or inadequacy of profit in the respective financial year during the tenure of his office; or (ii) even if the above payment or aggregate managerial remuneration of Managing Director/ Whole Time Directors or aggregate managerial remuneration of all directors exceeds the limits as specified in Section 197 (1) of the Companies Act, 2013 or the first/second proviso thereof; (iii) or even if the above payment exceeds the limits specified in Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to vary, modify or alter the terms and conditions of said reappointment as it may deem fit and as may be acceptable to Mr. Jagdeep Hira in compliance with Schedule V of the Companies Act, 2013 and other applicable provisions and laws, if any.

**RESOLVED FURTHER THAT** the Mrs. Neetika Suryawanshi, Chief Financial Officer and Mr. Sachin Kumar Srivastava, Company Secretary & Legal Head of the Company be and are hereby severally authorized to do all acts and take all such steps as necessary, proper or expedient to give effect to this resolution and to settle any question, or doubt that may arise in relation thereto."

6. Regularize the Appointment of Mr. Shubham Ashok Tibrewal (DIN: 07926807) as an Independent Director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions 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) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Shubham Ashok Tibrewal (DIN: 10274024), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 12<sup>th</sup> August, 2023 and in respect

of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, , the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Shubham Ashok Tibrewal (DIN: 10274024), who has submitted a declaration confirming that he meets the criteria for independence as provided under the Act and the SEBI Listing Regulations and who is eligible for appointment, be and is hereby appointed as an "Independent Director" (Non-Executive) of the Company, not liable to retire by rotation, for a term commencing from 12<sup>th</sup> August, 2023 to 11<sup>th</sup> August, 2028."

**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."

7. Regularize the Appointment of Mr. Rahul Krantikumar Dharmadhikary (DIN: 02116207) as an Independent Director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions 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) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Rahul Krantikumar Dharmadhikary (DIN: 02116207), who was appointed as an Additional Director of the Company by the Board of Directors through Resolution passed by circulation on 5<sup>th</sup> September, 2023 and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Rahul Krantikumar Dharmadhikary (DIN: 02116207), who has submitted a declaration confirming that he meets the criteria for independence as provided under the Act and the SEBI Listing Regulations and who is eligible for appointment, be and is hereby appointed as an "Independent Director" (Non-Executive) of the Company, not liable to retire by rotation, for a term commencing from 5<sup>th</sup> September, 2023 to 4<sup>th</sup> September, 2028."

**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."

By Order of the Board of Directors,  
for Pakka Limited



Sachin Kumar Srivastava

Company Secretary & Head Legal

FCS No.: 11111

Place: Ayodhya

Date: 5<sup>th</sup> September, 2023

#### NOTES:

1. In view of the ongoing COVID-19 pandemic and pursuant to General Circular No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No.02/2021 dated January 13, 2021, No.21/2021 dated December 14, 2021 and No.02/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as ("MCA Circulars") and Circular of SEBI dated 12<sup>th</sup> May, 2020 ("SEBI Circular") and other applicable circulars issued by the SEBI and MCA in this regard, the Company is convening the 43<sup>rd</sup> AGM through Video Conferencing ('VC') or Other Auditor-Visual Means ('OAVM'), without the physical presence of the Members. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at 2<sup>nd</sup> Floor, 24/57, Birhana Road, Kanpur - 208001, Uttar Pradesh, India, which shall be the deemed venue of the AGM.
2. As per the provisions of Clause 3.A.II. of the General Circular No.20/2020 dated May 5, 2020, the matters of the Special Business as appearing at Item No.5 to 7 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in regard to the business as set out Item No.5 above and the relevant details of the Directors seeking re-appointment /appointment as set out in Item Nos. 4 to 7 above as required under Regulation 36(3) of the Listing Regulations and as required under Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed hereto.
4. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
5. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members intending to appoint their authorized representatives to attend the AGM through VC or OAVM and to vote thereat through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by email at amitguptacs@gmail.com with a copy marked to evoting@nsdl.co.in and sachin.srivastava@pakka.com.
6. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on National Securities Depository Limited's (NSDL) e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the AGM through VC/OAVM will be made available to atleast 1,000 Members on a first come first served basis as per the MCA Circulars. However, the large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee of Directors, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. may be allowed to attend the meeting without any restrictions on first come first served basis.
9. In terms of the MCA Circulars and the SEBI Circulars, the Company is sending this AGM Notice along with the Annual Report for FY23 in electronic form only to those Members whose email addresses are registered with the Company/ Depositories. The Company shall send the physical copy of the Annual Report for FY23 only to those Members who specifically request for the same at [sachin.srivastava@pakka.com](mailto:sachin.srivastava@pakka.com). The Notice convening the AGM and the Annual Report for FY23 have been uploaded on the website of the Company at [www.pakka.com](http://www.pakka.com) and may also be accessed from the relevant section of the website of the Stock Exchanges i.e. BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com) and the National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com). The AGM Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
10. **The Record Date is Friday, 22<sup>nd</sup> September, 2023 for the purpose of payment of dividend and AGM for FY23.** If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made, subject to deduction of tax at source (TDS), on or after October 2, 2023, as under:
- i. To all Beneficial Owners in respect of shares held in electronic form as per the data as may be made available by NSDL and Central Depository Services (India) Limited (CDSL) (both collectively referred to as 'Depositories') as of the close of business hours on Friday, 22<sup>nd</sup> September, 2023;
  - ii. To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Friday, 22<sup>nd</sup> September, 2023.

11. Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

**For resident shareholders,** taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number ("PAN") 10% or as notified by the Government of India

Members not having PAN / valid	PAN 20% or as notified by the Government of India
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However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during fiscal 2023 does not exceed ₹5,000 and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

**For non-resident shareholders,** taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA"), read with Multilateral Instrument ("MLI") between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the member or details as prescribed under rule 37BC of Income-tax Rules, 1962

- Copy of Tax Residency Certificate for fiscal 2023 obtained from the revenue authorities of the country of tax residence, duly attested by member
- Self-declaration in Form 10F
- Self-declaration by the member of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the member

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents.

**12. Updation of mandate for receiving dividend directly in bank account through Electronic Clearing System or any other means in a timely manner:**

Shares held in physical form: Members holding shares in physical form are requested to send the following details/ documents to the Company's Registrars and Transfer Agent (RTA), viz. Skyline Financial Services Private Limited (SFSP), at D-153A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase -I, New Delhi - 110 020, latest by Friday, September 22, 2023:

- a) Form ISR-1 along with supporting documents. The said form is available on the website of the Company at <https://www.pakka.com/wp-content/uploads/2022/06/Form-ISR-1-KYC-details-updation.pdf> and on the website of the RTA at <https://www.skylinerta.com/profile-updation.php>.
- b) Cancelled cheque in original, bearing the name of the Member or first holder; in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:
  - i) Cancelled cheque in original;
  - ii) Bank attested legible copy of the first page of the Bank Passbook / Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch.

- c) Self-attested copy of the PAN Card of all the holders; and
- d) Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

Further, Members are requested to refer to process detailed on <https://www.skylinerta.com/profile-updation.php> and proceed accordingly. Shares held in electronic form: Members holding shares in electronic form may please note that their Bank details as furnished by the respective DPs to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not be able to accede to any direct request from such Members for change/addition/deletion in such Bank details. Accordingly, the Members holding shares in electronic form are requested to ensure that their Electronic Bank Mandate is updated with their respective DPs by Friday, 22<sup>nd</sup> September, 2023.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form. For Members who are unable to receive the dividend directly in their Bank account through Electronic Clearing Service or any other means, due to nonregistration of the Electronic Bank Mandate, the Company shall dispatch the Warrant/ Bankers' Cheque/Demand Draft through postal or courier services and in case of any disruption of postal or courier services due to prevalence of COVID-19 in containment zones, upon normalisation of such services.

13. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 in Form ISR-1. The Form ISR-1 is also available on the website of the Company at <https://www.pakka.com/wp-content/uploads/2022/06/Form-ISR-1-KYC-details-updation.pdf>. Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1.
14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement;

Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the weblink at <https://www.pakka.com/wp-content/uploads/2022/06/Form-ISR-4-Request-for-issue-of-Duplicate-Certificate-and-other-Service-Requests.pdf> and on the website of the Company's RTA at <https://www.skylinerta.com>. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated 24<sup>th</sup> January, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, Bank Mandate details such as name of the Bank and branch details, Bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form.
16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
17. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members, who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website <https://www.pakka.com/wp-content/uploads/2022/06/Form-SH-13-Nomination.pdf> (under 'Investor Relations' section). Members are requested to submit the said form to their DP in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form.
18. Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send to the Company or RTA, the details of such

folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

19. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in e-Form/web form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules. For details, please refer to Report on Corporate Governance, which is a part of this Annual Report. The unclaimed/unencashed dividends for the following financial years shall be transferred by the Company to the Investor Education and Protection Fund (IEPF), on the dates specified against the year:

i. March 31, 2019	-	October 21, 2026
ii. March 31, 2020	-	November 1, 2027
iii. March 31, 2021	-	October 31, 2028
iv. March 31, 2022	-	October 31, 2029

20. Members desiring inspection of statutory registers during the AGM may send their request in writing in advance to the Company at [sachin.srivastava@pakka.com](mailto:sachin.srivastava@pakka.com).
21. Members who wish to inspect the relevant documents referred to in the Notice can send an email to [sachin.srivastava@pakka.com](mailto:sachin.srivastava@pakka.com) upto the date of the AGM.
22. This AGM Notice is being sent by email only to those eligible Members who have already registered their email address with the Depositories/the DP/the Company's RTA/the Company or who will register their email address with Skyline Financial Services Private Limited, on or before 5 p.m. (IST) on Friday, 22<sup>nd</sup> September, 2023.
23. The recorded transcript of the forthcoming AGM, shall also be made available on the website of the Company i.e. [www.pakka.com](http://www.pakka.com) in the Investors' Section, as soon as possible after the meeting is over.

**24. Process for registration of email addresses to receive the Notice of AGM and the Integrated Annual Report for FY23 electronically and cast votes electronically:**

**(i) Registration of email addresses with Skyline Financial Services Private Limited:**

To facilitate Members to receive this Notice electronically and cast their votes electronically, the Company has made special arrangement with Skyline Financial Services Private Limited for registration of email addresses in terms of the MCA Circulars. Eligible Members who have not submitted their email address to Skyline Financial Services Private Limited, are required to provide their email address to the RTA, on or before 5 p.m. (IST) on Friday, 1<sup>st</sup> September, 2023 pursuant to which, any Member may receive on the email address provided by the Member, Notice of the AGM along with the Integrated Annual Report for FY23. The process for registration of email address is as under:

**I. For Members who hold shares in Electronic form:**

- a) <https://www.skylinerta.com/profile-updation.php>
- b) Select the name of the Company from dropdown.
- c) Enter details in respective fields such as DP ID and Client ID, Name of the Member, PAN details, mobile number and email ID.
- d) System will send OTP on mobile number and email ID.
- e) Enter OTP received on mobile number and email ID and submit.

**II. For Members who hold shares in Physical form:**

- a) <https://www.skylinerta.com/profile-updation.php>
- b) Select the name of the Company from dropdown.
- c) Enter details in respective fields such as Folio no. and Certificate no., Name of the Member, PAN details, mobile number and email ID.
- d) System will send OTP on mobile number and email ID.
- e) Enter OTP received on mobile number and email ID and submit.

After successful submission of the email address, NSDL will email a copy of the Integrated Annual Report for FY23 along with the remote e-Voting user ID and password on the email address registered by the Member. In case of any queries, Members may write to sachin.srivastava@pakka.com or evoting@nsdl.co.in

**(ii) Registration of email address permanently with Company/DP:**

Members are requested to register their email address with their concerned DPs, in respect of electronic holding and with the RTA, in respect of physical holding, by writing to them at sachin.srivastava@pakka.com.

**(iii) Alternatively, those Members who have not registered their email addresses are required to send an email request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) along with the following documents for procuring user ID and password for e-Voting for the resolutions set out in this Notice:**

- In case shares are held in physical mode, please provide Folio No., Name of Member; scanned copy of the share certificate (front and back), self-attested scanned copy each of PAN card and Aadhaar card.
- In case shares are held in electronic mode, please provide DP ID-Client ID (8 digit DP ID + 8 digit Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy each of PAN card and Aadhaar card.
- If you are an individual Member holding securities in electronic mode, you are requested to refer to the login method explained at para VI below under step 1 (A) i.e. Login method for remote e-Voting and joining virtual meeting for Individual shareholders/ Members holding securities in electronic mode.

**25.** For permanent registration of their email address, Members are requested to register their email address, in respect of electronic holdings, with their concerned DPs and in respect of physical holdings, with the RTA.

**26.** Those Members who have already registered their email addresses are requested to keep their email addresses validated with their DP/SFSP to enable serving of notices/documents/Annual Reports and other communications electronically to their email address in future.

**27.** 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 AGM. Resolution(s) passed by Members through e-Voting is/are deemed to have been passed as if it/they have been passed at the AGM.

- II. Members are provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, are eligible to exercise their right to vote at the AGM.
- III. Members who have already cast their vote by remote e-Voting prior to the AGM will also be eligible to participate at the AGM 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 Friday, 22<sup>nd</sup> September, 2023, may cast their vote by remote e-Voting. The remote e-Voting period commences on Tuesday, 26<sup>th</sup> September, 2023 at 9 a.m. (IST) and ends on Thursday, 28<sup>th</sup> September, 2023 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 AGM through VC/OAVM are as under:
  - A. The Members will be provided with a facility to attend the AGM 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 Annual 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 AGM through a live webcast of the meeting and submit votes on announcement by the Chairman.
  - B. Members may join the AGM 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 the financial statements or any other matter to be placed at the AGM, 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 before 5 p.m. (IST) on Tuesday, 26<sup>th</sup> September, 2023. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.
- D. Members who would like to express their views/ ask questions as a Speaker at the AGM 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 between Tuesday i.e. 26<sup>th</sup> September, 2023 (9 a.m. IST) and Thursday, 28<sup>th</sup> September, 2022 (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 AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- 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 9<sup>th</sup> 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:

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL.	<p>i. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> 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 &amp; voting during the meeting.</p> <p>ii. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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 &amp; voting during the meeting.</p> <p>iv. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="1128 1242 1481 1461" style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>     <b>Google Play</b></p>   </div>

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 AGM are as under:

- A. The procedure for remote e-Voting during the AGM 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 AGM 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 AGM.

- C. C. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- D. D. Members who need assistance before or during the AGM, 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. Friday, September 22, 2023.
- 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. Friday, September 22, 2023 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. Friday, September 22, 2023 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 43<sup>rd</sup> AGM and remote e-Voting process, in a fair and transparent manner.
- XII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-Voting system for all those Members who are present during the AGM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting module during the AGM 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 AGM, 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 AGM, 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 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 & Head Legal  
FCS No.: 11111

Place: Ayodhya

Date: 5<sup>th</sup> September, 2023

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

### Item No.5

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 No.5 of the accompanying Notice dated 12<sup>th</sup> August, 2023:

The Board of Directors of the Company appointed pursuant to Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company, Mr. Jagdeep Hira as an Additional Director (Executive) and CEO (Key Managerial Personnel) of the Company and further designated him as Executive Director and CEO (Key Managerial Personnel) of the Company with effect from 22<sup>nd</sup> October, 2016. Mr. Jagdeep Hira was re-designated as Managing Director of the Company in the meeting of Board of Directors held on 21<sup>st</sup> July, 2017. Mr. Jagdeep Hira was further re-designated as Managing Director & CEO of the Company in the meeting of Board of Directors held on 22<sup>nd</sup> September, 2018. Mr. Jagdeep Hira was further re-appointed as Managing Director of the Company w.e.f 21<sup>st</sup> July, 2023 in the 40<sup>th</sup> Annual General Meeting held on 31<sup>st</sup> October, 2020.

Mr. Jagdeep Hira has a vast experience of 29 years in specialty paper manufacturing and paper mill management. He had worked in domestic and MNC companies with extensive international experience.

In appreciation of the dedicated services, the Board of Directors at its meeting held on 20<sup>th</sup> July, 2023, approved the re-appointment of Mr. Jagdeep Hira as a Managing Director of the Company as recommended by Nomination and Remuneration Committee for a period of three years w.e.f. 21<sup>st</sup> July, 2023 subject to approval of the Members of the Company.

Pursuant to the provisions of Section 196(4) read with Schedule V of the Companies Act, 2013 and provisions of the Regulation 17 of the of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Shareholders of the Company is required for such re-appointment.

Pursuant to Section 197(1) of the Act, the total managerial remuneration payable by a public company, to its Directors, including Managing Director and Whole-time Director, and its Manager in respect of any financial year shall not exceed eleven percent of the net profits of the company for that financial year computed in the manner laid down in Section 198 of the Act. However, pursuant to first proviso to

Section 197(1) of the Act, the Company in General Meeting may, authorise the payment of remuneration exceeding eleven percent of the net profits of the company, subject to the provisions of Schedule V to the Act.

Further, pursuant to second proviso to Section 197(1) of the Act, except with the approval of the Company in General Meeting, by a Special Resolution, the remuneration payable to any one Managing Director or Whole-time Director or Manager shall not exceed five percent of the net profits of the Company and if there is more than one such director remuneration shall not exceed ten percent of the net profits to all such Directors and Manager taken together.

Further, pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the shareholders of the company by way of a Special Resolution is required for (i) payment of annual remuneration to executive director, who is a promoter or member of the promoter group of the company, exceeding rupees 5 crore or 2.5 per cent of the net profits (computed as per the provisions of Section 198 of the Act) of the Company, whichever is higher; or (ii) where there is more than one such director, payment of aggregate annual remuneration to such directors exceeding 5 percent of the net profits (computed as per the provisions of Section 198 of the Act) of the company.

In terms of the provisions of Schedule V to the Act, the payment of aforesaid remuneration shall be made, for a period of three years from July 01, 2023 to June 30, 2027, in the event of inadequacy of profits or losses in the respective financial year.

As proposed in item no. 5, the approval of the members of the Company by way of special resolution is sought in terms of the provisions of section 196, 197 read with schedule V, other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and regulation 17(6)(e) of the SEBI Listing Regulations, 2015 for:

- a) the approval of the appointment of Mr. Jagdeep Hira on the terms and conditions as set out above for the period of five years from July 01, 2023, in terms of the provisions of section 196(3) and part I of Schedule V of the Companies Act, 2013;

- b) payment of aforesaid managerial remuneration, even if the aggregate managerial remuneration of all directors exceeds the limit as specified in Section 197 (1) of the Companies Act, 2013;
- c) payment of aforesaid managerial remuneration, even if Individual limit exceeds five percent of the Net Profits of the Company or aggregate limit exceeds ten percent of Net Profits of the Company, in terms of the provisions of the second proviso to section 197(1) of the Companies Act, 2013;
- d) payment of aforesaid managerial remuneration, even if the same exceeds the limits provided in the table provided in Section II of Part II of Schedule V to the Companies Act, 2013; and
- e) payment of aforesaid managerial remuneration, even if the same exceeds five percent of the net profits or Rupees Five crore, whichever is higher, in terms of regulation 17(6)(e) of the SEBI Listing Regulation, 2015.

The Board has considered the parameters given under Section 200 of the Act and the rules made thereunder read with Schedule V to the Act for recommending the above remuneration. Details of Mr. Jagdeep Hira pursuant to the provisions of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are given in Annexure to the Explanatory Statement. Details required as per Schedule V to the Act are also given as Annexure to the Explanatory Statement. The above may be treated as a written memorandum setting out the terms of remuneration of Mr. Jagdeep Hira under Section 190 of the Act.

Information as required under Para (B) of Section II of Part II of Schedule V to the Companies Act, 2013 is given elsewhere in the Annual Report.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice.

#### Information required under Section II, Part II of Schedule V of the Companies Act, 2013 (in respect of business proposed at item no. 4):

I. General Information									
Nature of Industry	Pakka Limited is engaged in the business of manufacturing and trading of products viz. Pulp, Kraft Paper, Poster Paper, Moulded (Tableware) Products, Bagasse Pith Pallets and Egg Tray.								
Date or expected date of commencement of commercial production	Existing Company incorporated on 05.05.1981								
Financial performance based on given indicators	For the financial year 2022-2023, the Company made a turnover (Standalone) of INR 40,830.82 Lakhs and Profit (Standalone) of INR 7,231.17 Lakhs after tax.								
Foreign investments or collaborations, if any	-NA -								
II. Information about the appointees									
Background details	Mr. Jagdeep Hira has a vast experience of 29 years in specialty paper manufacturing and paper mill management. He had worked in domestic and MNC companies with extensive international experience.								
Past remuneration	<table border="1"> <thead> <tr> <th>Year</th> <th>Remuneration (Rs. In Lakhs)</th> </tr> </thead> <tbody> <tr> <td>2020-21</td> <td>181.64</td> </tr> <tr> <td>2021-22</td> <td>193.20</td> </tr> <tr> <td>2022-23</td> <td>246.76</td> </tr> </tbody> </table>	Year	Remuneration (Rs. In Lakhs)	2020-21	181.64	2021-22	193.20	2022-23	246.76
Year	Remuneration (Rs. In Lakhs)								
2020-21	181.64								
2021-22	193.20								
2022-23	246.76								
Recognition or awards	He has received many recognitions and awards related to his profession.								
Job profile and his suitability	Mr. Jagdeep Hira has extensive experience in Leadership, project management and knowledge of industry.  As the Managing Director, he is responsible for meeting the objectives to the Board /Company in performing the functions.								

Remuneration proposed	As mentioned in the resolution proposed for approval of the shareholders. At present the remuneration proposed to be paid is within the limits prescribed under Section 197 & 198 of the Companies Act, 2013 read with Schedule V. However, in future it may exceed the said limits.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V and is comparable to the remuneration of Chief Executive Officer / Managing Director levels of similar sized companies in similar Industry.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Jagdeep Hira is not related to any of the Directors and Key Managerial Personnel of the Company.  Besides remuneration, he is in no manner concerned and does not hold any share of the Company.
<b>III. Other Information</b>	
Reasons of special resolution for payment of proposed remuneration in case of inadequate profits	At present, the Company is having adequate profits. However, the appointment is for a term of five years and the future trend in the profitability will largely depend on business environment in the domestic and global markets, cost of inputs and general state of economy as a whole and Paper Industry in particular and other relevant factors. Therefore, the limits specified under Section 197(1) read with Schedule V of the Act and Listing Regulations, may exceed during the term of appointment and therefore necessary approval of the shareholders of the Company by way of special resolution is proposed to be obtained.
Steps taken or proposed to be taken for improvement	With the improvements in technology and processes that the Company has introduced and it expects a significant reduction in its operational costs. Further, the Company has been taking all the measures to have better yield and to reduce cost.  The measures being taken by the Company, shall significantly improve the profitability of the Company.
Expected increase in productivity and profits in measurable terms	The Company is continually taking several initiatives in all spheres of its operations which, inter alia, include product innovation, launch of value-added products, improvement of efficiency parameters, cost reduction, increasing market share of its products and building a formidable branding position. The performance of the Company has consistently improved over the last few years. Such measures will enable the Company to have sustained growth and further consolidate its position in the industry in coming years.
Defaults	The Company has not committed any default in payment of dues to any bank or public financial institution or nonconvertible debenture holders or any other secured creditor.
IV. Disclosures: Disclosures pursuant to Schedule V to the Act is given in the explanatory statement hereinbefore.	
Details of remuneration paid / payable to the Directors for the year ended 31 <sup>st</sup> March, 2023 and their shareholding and other disclosures as on that date are as under:	

Sr. No.	Particulars	Amount (Rs. In Lakhs)
1.	Gross salary	170.67
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961	
	(b) Value of perquisites u/s 17(2) Income-tax Act,1961	
	(c) Profits in lieu of salary under section7(3) Income tax Act, 1961	
2.	Stock Option	3,00,000 Options
3.	Sweat Equity	--
4.	Commission as % of profit	76.09
	- Others, specify...	
5.	Others, please specify-P.F.	
	<b>Total (A)</b>	<b>246.76</b>
	Service Contract/ Notice period/ Severance Fees	--
	Shareholding (Equity)	Nil

The Board recommends the Special Resolution set out at Item No.5 of the Notice for approval by the shareholders.

### Item No.6

The Board of Directors in its meeting held on 12<sup>th</sup> August, 2023 has appointed Mr. Shubham Ashok Tibrewal (DIN: 10274024) as an Additional Director (Non-Executive & Non-Independent) of the Company. Regulation 17(1C) of the Listing Regulations provide that the listed entity shall ensure that approval of shareholders for 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.

Mr. Shubham Ashok Tibrewal aged 33 years, is a citizen of France. He has done his bachelor's degree in engineering production from the University of Mumbai. He has completed Grand Ecole MSc Management specializing in Corporate Finance and Strategy from BNP Paribas Personnel Finance, Paris, France. He is the founder of Brawny Bear Nutrition, headquartered in Mumbai, India.

The Nomination and Remuneration Committee of the Board of Directors has recommended the appointment of Mr. Shubham Ashok Tibrewal as an Independent Director for a term of 5 (five) years on the Board of the Company.

The Board as per the recommendation of the Nomination and Remuneration Committee considers and proposed to appointment of Mr. Shubham Ashok Tibrewal as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an independent Director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an Independent Director may hold office for up to two consecutive terms.

Mr. Shubham Ashok Tibrewal is not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given his consent to act as Directors.

The Company has received notices in writing from members under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Shubham Ashok Tibrewal for the office of Director of the Company.

The Company has also received declarations from Mr. Shubham Ashok Tibrewal that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under the Listing Regulations as amended.

In the opinion of the Board, Mr. Shubham Ashok Tibrewal fulfills the conditions for appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Mr. Shubham Ashok Tibrewal is an independent of the Management.

Brief resume of Mr. Shubham Ashok Tibrewal 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 as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended are provided elsewhere in the notice.

Copy of the draft letter for respective appointment of Mr. Shubham Ashok Tibrewal as an Independent Director setting out the terms and conditions are available for inspection by members.

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

Mr. Shubham Ashok Tibrewal is interested in the resolutions set out respectively at Item No.7 of the Notice with regard to their respective appointment.

The relatives of Mr. Shubham Ashok Tibrewal may be deemed to be interested in the resolutions set out respectively at Item No.7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions

### Item No.7

The Board of Directors passed resolution through circulation on 5<sup>th</sup> September, 2023 and appointed Mr. Rahul Krantikumar Dharmadhikary (**DIN: 02116207**) as an Additional Director (Non-Executive & Independent) of the Company. Regulation 17(1C) of the Listing Regulations provide that the listed entity shall ensure that approval of shareholders for 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.

Mr. Rahul Krantikumar Dharmadhikary is a researcher turned business development person and now a global industry leader. He started his career in pulp and paper and then built himself in the non-woven and filtration space. He is our guide when it comes to channelization of innovative systems and application-based work. He brings insights from a wide variety of domains.

The Nomination and Remuneration Committee of the Board of Directors has recommended the appointment of Mr. Rahul Krantikumar Dharmadhikary as Independent Director for a term of 5 (five) years on the Board of the Company.

The Board as per the recommendation of the Nomination and Remuneration Committee considers and proposed to appointment of Mr. Rahul Krantikumar Dharmadhikary as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an independent Director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an Independent Director may hold office for up to two consecutive terms.

Mr. Rahul Krantikumar Dharmadhikary is not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given his consent to act as Directors.

The Company has received notices in writing from members under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Rahul Krantikumar Dharmadhikary for the office of Director of the Company.

The Company has also received declarations from Mr. Rahul Krantikumar Dharmadhikary that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under the Listing Regulations as amended.

In the opinion of the Board, Mr. Rahul Krantikumar Dharmadhikary fulfills the conditions for appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Mr. Rahul Krantikumar Dharmadhikary is an independent of the Management.

Brief resume of Mr. Rahul Krantikumar Dharmadhikary, 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 as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended are provided elsewhere in the notice.

Copy of the draft letter for respective appointment of Mr. Rahul Krantikumar Dharmadhikary as an Independent Director setting out the terms and conditions are available for inspection by members.

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

Mr. Rahul Krantikumar Dharmadhikary is interested in the resolutions set out respectively at Item No.7 of the Notice with regard to their respective appointment.

The relatives of Mr. Rahul Krantikumar Dharmadhikary may be deemed to be interested in the resolutions set out respectively at Item No.7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item No.7 of the Notice for approval by the shareholders.

By Order of the Board of Directors,  
for Pakka Limited



Sachin Kumar Srivastava

Company Secretary & Head Legal

FCS No.: 11111

Place: Ayodhya

Date: 5<sup>th</sup> September, 2023

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

Sr. No.	Particulars	Mr. Jagdeep Hira	Mrs. Kimberly Ann McArthur	Mr. Shubham Ashok Tibrewal	Mr. Rahul Krantikumar Dharmadhikary
1.	Category / Designation	Managing Director	Promoters' Group (Non-Executive and Non-Independent Director)	Additional Director (Independent Director)	Additional Director (Independent Director)
2.	Director Identification Number (DIN)	07639849	05206436	10274024	02116207
3.	Age	51 years	53 years	33 years	54 Years
4.	Date of Birth	17-01-1972	19-05-1974	09-01-1990	25-07-1969
5.	Original Date of Appointment	22-10-2016	13-02-2012	12-08-2023	05-09-2023
6.	Qualifications	Bachelor of Engineering	Master In Communication	MSC Management	Ph.D. - Fiber and Polymer Science
7.	Occupation	Service	Business	Business	Business
8.	Directorship in other Companies*	-	-	-	-
9.	Chairmanship / Membership of Committees in other Companies*	NIL	NIL	NIL	NIL
10.	Number of Equity Shares held in the Company	NIL	NIL	NIL	NIL
11.	Number of Equity Shares held in the Company for any other person on a beneficial basis	NIL	NIL	NIL	NIL
12.	Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	None	Wife of Mr. Ved Krishna, Vice-Chairman, Non-Executive (Promoter) and Daughter in Law of Mrs. Manjula Jhunjhunwala, Non-Executive Director (Promoter)	None	None
13.	Terms and conditions of appointment or re-appointment	Appointed as Managing Director for 5 years on retire by rotational basis.	-	5 Years	5 Years
14.	Remuneration last draw (in FY 2022-23), if applicable	Rs.246.76 Lakhs	Mrs. Kimberly Ann McArthur is a Non-Executive Director (Promoters' Group) of the Company and is paid sitting fees Rs.30,000/- for attending each meeting of Board, 25,000/- for Committee of Board.	N.A.	N.A.

Sr. No.	Particulars	Mr. Jagdeep Hira	Mrs. Kimberly Ann McArthur	Mr. Shubham Ashok Tibrewal	Mr. Rahul Krantikumar Dharmadhikary
15.	Remuneration proposed to be paid	As per Special Resolution proposed in the 43 <sup>rd</sup> AGM to be held on 29 <sup>th</sup> September, 2023.	Sitting Fees as applicable to the rest of the Directors.	Sitting Fees as applicable to the rest of the Directors.	Sitting Fees as applicable to the rest of the Directors.
16.	Number of Meetings of the Board attended during the year	6	7	1	-
17.	Justification for choosing the appointees for appointment / re-appointment as Independent Director	Considering his extensive knowledge and experiences and that would be in the best interest of the Company and will continue to provide relevant skill-set.	Considering her extensive knowledge and experiences and that would be in the best interest of the Company and will continue to provide relevant skill-set.	Considering his extensive knowledge and experiences and that would be in the best interest of the Company and will continue to provide relevant skill-set.	Considering his extensive knowledge and experiences and that would be in the best interest of the Company and will continue to provide relevant skill-set.
18.	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Jagdeep Hira has lived and breathed paper most of his working life. He has run all kinds of machines and developed numerous grades of papers. He has worked in different kind of companies and environments and has also had great international exposure. He loves to build organizations taking the team along with him. He is able to understand, grasp resolve issues due to his deep involvement with the process.	Mrs. Kimberly Ann McArthur is passionate about life. She earned a Masters in Communication and built her company Freerange Studios in the USA from a start up to a well known design firm that works on social causes.  Mrs. Kimberly Ann McArthur knows how to communicate. She has a brain that can look at issues and guide as they need to be handled. From experience in running her own business for ten years, she gained business strategic experience combined with her great acumen for aesthetics and design. She also has a deep commitment to Papers' CSR efforts.	Mr. Shubham Ashok Tibrewal aged 33 years, is a citizen of France. He has done his bachelor's degree in engineering production from the University of Mumbai. He has completed Grand Ecole MSc Management specializing in Corporate Finance and Strategy from BNP Paribas Personnel Finance, Paris, France. He is the founder of Brawny Bear Nutrition, headquartered in Mumbai, India.	Mr. Rahul Dharmadhikary is a researcher turned business development person and now a global industry leader. He started his career in pulp and paper and then built himself in the non-woven and filtration space. He is our guide when it comes to channelization of innovative systems and application-based work. He brings insights from a wide variety of domains.

By Order of the Board of Directors,  
for Pakka Limited



Sachin Kumar Srivastava  
Company Secretary & Head Legal

FCS No.: 11111

Place: Ayodhya

Date: 5<sup>th</sup> September, 2023