

**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: Pakka Nagar, Post Darshan Nagar, Ayodhya, Uttar Pradesh – 224 135

CIN: L24231UP1981PLC005294 | **T:** +91 78000 18989

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

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 5th day of May, 2026, at 05:00 p.m. (IST) to transact the following businesses:

SPECIAL BUSINESSES

ITEM 1: TO INCREASE THE AUTHORISED SHARE CAPITAL 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 Section 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby

increased from INR 60,05,00,000 (Indian Rupees Sixty Crore Five Lakh only) divided into 5,60,50,000 (Five Crore Sixty Lakh Fifty Thousand) equity shares of INR 10 (Indian Rupees Ten only) each and 4,00,000 (Four Lakh) preference shares of INR 100 (Indian Rupees One Hundred only) each, to INR 1,00,00,00,000 (Indian Rupees One Hundred Crore only) divided into 9,60,00,000 (Nine Crore Sixty Lakh) equity shares of INR 10 (Indian Rupees Ten only) each and 4,00,000 (Four Lakh) preference shares of INR 100 (Indian Rupees One Hundred only) each, by creation of additional 3,99,50,000 (Three Crore Ninety Nine Lakh Fifty Thousand) equity shares of INR 10 (Indian Rupees Ten only) each, ranking pari-passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT consequent to the aforesaid increase in authorised share capital, Clause V (Capital Clause) of the Memorandum of Association of the Company be and is hereby altered and substituted with the following:

“V. The Authorised Share Capital of the Company is INR 1,00,00,00,000 (Indian Rupees One Hundred Crore only) divided into

9,60,00,000 (Nine Crore Sixty Lakh) equity shares of INR 10 (Indian Rupees Ten only) each and 4,00,000 (Four Lakh) preference shares of INR 100 (Indian Rupees One Hundred only) each.”

RESOLVED FURTHER THAT the Board (including any Committee thereof) be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution including without limitation, filing of requisite documents with the MCA and other Regulatory Authorities; to resolve and settle any questions and difficulties that may arise in this connection; to finalise, sign, modify and execute all documents/ declarations/ undertakings/ certificates in respect of the above, as required under the applicable laws; and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution,

and the decision of the Board in relation to the foregoing shall be final and conclusive.

ITEM 2: ISSUANCE OF 90,90,000 (NINETY LAKHS NINETY THOUSAND ONLY) FULLY CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO PERSONS BELONGING TO PROMOTERS' GROUP CATEGORY

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) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment thereof for the time being in force) [“the Act”], the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, amended from time to time (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time (“SEBI Listing Regulations”), the Securities and Exchange Board of India Act, 1992, as amended from time to time, Securities Contracts (Regulation) Act, 1956, including Securities Contracts (Regulation) Rules, 1957, other applicable rules, regulations and guidelines of the Securities and Exchange Board of India (“SEBI”), and/ or the stock

exchanges where the shares of the Company are listed, the uniform listing agreements entered into by the Company with BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) [BSE and NSE together, the “Stock Exchanges”] on which the equity shares of the Company (“Equity Shares”) are listed, the Depositories Act 1996 and the rules framed thereunder, the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Foreign Exchange Management (Mode of Payment and Reporting of Non-debt Instruments) Regulations, 2019, read with the Consolidated Foreign Direct Investment Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (including any statutory amendment(s), modification(s) or re-enactment thereof for the time being in force), and subject to any other provisions of applicable law [including all other applicable statutes, clarifications, rules, regulations, circulars, notifications and guidelines issued thereunder from time to time by the Government of India, Ministry of Corporate Affairs (“MCA”), Reserve Bank of India, the SEBI, the Stock Exchanges, Registrar of Companies, Uttar Pradesh and such other statutory/ regulatory authorities (hereinafter collectively referred to as “Regulatory Authorities”)], in each case to the extent applicable and including any amendment(s), modification(s) or re-enactment thereof for the time being in force, and subject to such approvals, consents, permissions and sanctions of the Regulatory Authorities, as may be necessary or required, and such conditions as may be imposed or prescribed by them while

granting such approvals, consents, permissions, and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), the consent and approval of the Members of the Company (“Members”) be and is hereby accorded to the Board to create, issue, offer and allot by way of preferential issue on a private placement basis, in one or more tranches, up to 90,90,000 (Ninety Lakhs Ninety Thousand) Fully Convertible Warrants (“Warrants” or “Subscription Securities”) to person(s) belonging to the Promoters’ Group category (“Proposed Warrants Allottee(s)”), for cash, at an issue price of INR 110/- (Indian Rupees One Hundred Ten Only) per warrant, which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (eighteen) months from its allotment date, into equivalent number of fully paid-up Equity Shares of face value of INR 10/- (Indian Rupees Ten Only) each, for an aggregate amount of up to INR 99,99,00,000/- (Indian Rupees Ninety Nine Crores Ninety Nine Lakhs Only) and to issue fresh Equity Shares on the conversion of Warrants, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.

The details of the Proposed Warrants Allottee(s) and the maximum number of Warrants of the Company proposed to be allotted are set forth in the table below:

Sr. No.	Name of the Proposed Allottee(s)	Address of the Proposed Allottee(s)	Status	Maximum number of Warrants proposed to be allotted
1.	Yash Agro Products Limited	Flat No.202, 3A/172, Azad Nagar, Kanpur, Uttar Pradesh – 208002, India	Body Corporate (Promoters' Group)	90,90,000
			TOTAL WARRANTS	90,90,000

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the Subscription Securities to be issued and allotted is Thursday, April 02, 2026, being the date 30 (Thirty) days prior to the date of the Extra-ordinary General Meeting on which this special resolution is proposed to be passed.

RESOLVED FURTHER THAT, without prejudice to the generality of the above resolution, the issue of the Warrants to the Proposed Warrants Allottee(s) under the preferential allotment shall be subject to the following terms and conditions, apart from others, as prescribed under the applicable laws:

a) The Equity Shares proposed to be so allotted, pursuant to the conversion of these Warrants shall rank pari-passu in all respects, including as to dividend, with the existing fully paid-up Equity Shares of face value of INR 10/- (Indian Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

b) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

c) The Warrants shall be allotted by the Company to the Proposed Warrants Allottee(s) in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations. Where the allotment of the said Warrants

is pending on account of the pendency of approval of any Regulatory Authority (including but not limited to the Stock Exchanges and/ or SEBI), the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of the last of such approvals.

d) Each Warrant held by the Proposed Warrants Allottee(s) shall entitle such allottee(s) to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment (the “Warrant Exercise Period”).

e) The Proposed Warrants Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI (ICDR) Regulations, 2018, which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.

f) The entire pre-preferential allotment shareholding of the Proposed Warrants Allottee(s), if any, in the Company, shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.

g) Warrants, being allotted to the Proposed Warrants Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants, shall be under lock- in for such period as may be prescribed under the SEBI (ICDR) Regulations.

h) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder.

i) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Warrants Allottee(s).

j) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse, and the amount paid shall stand forfeited by the Company.

k) The Warrants by themselves, until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.

l) The Warrants so offered, issued and allotted shall not exceed the number of Warrants as approved herein above.

m) The preferential issue shall not result in a change in control; however, the preferential issue does envisage the allotment of more than five percent of the post-issue fully diluted share capital of the Company to the Proposed Warrants Allottee(s), in terms of the provisions of Regulation 166A of the SEBI ICDR Regulation.

n) The equity shares proposed to be so allotted, pursuant to the conversion of these Warrants, shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals, as the case may be;

and

o) The issue and allotment of Warrants and conversion into Equity Shares shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

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

RESOLVED FURTHER THAT if any of the Proposed Warrants Allottee(s) is found not eligible for the preferential allotment or approval of any Regulatory Authority, as may be required, is not received, the Company shall not allot any Warrants to the said Proposed Warrants Allottee(s).

RESOLVED FURTHER THAT subject to receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the names and details of the Proposed Warrants Allottee(s) in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Warrants Allottee(s) through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and the SEBI ICDR Regulations containing the terms and conditions after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges and within the timelines prescribed under the applicable laws.

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

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Warrants Allottee(s) for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any Regulatory

Authorities involved in or concerned with the issue of the Warrants; making applications to the Stock Exchanges for obtaining in-principle approvals; conversion of Warrant in to Equity Shares; listing and trading of Equity Shares; filing requisite documents with the MCA and other Regulatory Authorities; filing of requisite documents with the depositories; to resolve and settle any questions and difficulties that may arise in the preferential offer; issue and allotment of the Warrants; allotment of Equity Shares on conversion; to finalise, sign, modify and execute all documents/ declarations/ undertakings/ certificates in respect of the preferential issue, as required under the applicable laws; and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution,

and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it through this resolution, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including the execution of any documents on behalf of the Company and to represent the Company before any Regulatory Authorities, and to appoint any advisors, bankers, consultants and advocates to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard."

ITEM 3: ISSUANCE OF UP TO 27,20,000 (TWENTY-SEVENLAKHSTWENTYTHOUSAND ONLY) EQUITY SHARES TO PERSONS BELONGING TO THE NON-PROMOTER CATEGORY ON A PREFERENTIAL BASIS.

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) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment thereof for the time being in force) ["the Act"], the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, amended from time to time ("SEBI ICDR Regulations"), the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time (“SEBI Listing Regulations”), the Securities and Exchange Board of India Act, 1992, as amended from time to time, Securities Contracts (Regulation) Act, 1956, including Securities Contracts (Regulation) Rules, 1957, other applicable rules, regulations and guidelines of the Securities and Exchange Board of India (“SEBI”), and/ or the stock exchanges where the shares of the Company are listed, the uniform listing agreements in terms of the SEBI Listing Regulations entered into by the Company with BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) [BSE and NSE together, the “Stock Exchanges”] on which the equity shares of the Company (“Equity Shares”) are listed, the Depositories Act 1996 and the rules framed thereunder, the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Foreign Exchange Management (Mode of Payment and Reporting of Non-debt Instruments) Regulations, 2019, read with the Consolidated Foreign Direct Investment Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (including any statutory amendment(s), modification(s) or re-enactment thereof for the time being in force), and subject to any other provisions of applicable law [including all other applicable statutes, clarifications, rules, regulations, circulars, notifications and guidelines issued thereunder from time to time by the Government of India, Ministry of Corporate Affairs (“MCA”), Reserve Bank of India, the SEBI, the Stock Exchanges, Registrar

of Companies, Uttar Pradesh and such other statutory/ regulatory authorities (hereinafter collectively referred to as “Regulatory Authorities”)], in each case to the extent applicable and including any amendment(s), modification(s) or re-enactment thereof for the time being in force, and subject to such approvals, consents, permissions and sanctions of the Regulatory Authorities, as may be necessary or required, and such conditions as may be imposed or prescribed by them while granting such approvals, consents, permissions, and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), the consent and approval of the Members of the Company (“Members”) be and is hereby accorded to the Board to create, issue, offer and allot by way of preferential issue on a private placement basis, in one or more tranches, up to 27,20,000 (Twenty Seven Lakhs Twenty Thousand Only) fully paid up Equity Shares having face value of INR 10/- (Indian Rupees Ten Only) each (“Subscription Shares”), at a price of INR 110/- (Indian Rupees One Hundred Ten only) [including premium of INR 100/- (Indian Rupees One Hundred only)] per Equity Share, which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations, to the Persons (“Proposed Equity Allottee(s)”), who are not promoters and do not belong to the promoter(s) and the promoter group of the Company, for consideration in cash, for an aggregate amount of up to INR 29,92,00,000/- (Indian Rupees Twenty-Nine Crore Ninety-Two

Lakhs only), on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.

The details of the Proposed Equity Allottee(s) and the maximum number of Equity Shares of the Company proposed to be allotted are set forth in the table below:

Sr. No.	Name of Proposed Allottee	Address of Proposed Allottee(s)	¹ Status	Maximum number of equity shares proposed to be allotted
1	Neo Special Credit Opportunities Fund	903, B-Wing, 9th Floor, Marathon, Futorex, Mafatlal Mills Compound, N. M. Joshi Marg, Lower Parel, Mumbai - 400013	SEBI-registered Category II Alternative Investment Funds	10,88,000
2	Neo Special Credit Opportunities Fund II			13,61,904
3	Neo Special Credit Opportunities Fund II A			195,840
4	Neo Credit Opportunities Fund I			74,256
TOTAL EQUITY SHARES				27,20,000

¹ The aforesaid AIF schemes are managed by its Investment Manager, Neo Alternative Asset Managers Private Limited (formerly known as Neo Asset Management Private Limited).

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the Subscription Securities to be issued and allotted is Thursday, April 02, 2026, being the date 30 (Thirty) days prior to the date of the Extra-ordinary General Meeting on which this special resolution is proposed to be passed.

RESOLVED FURTHER THAT, without prejudice to the generality of the above resolution, the issue of the Equity Shares to the Proposed Equity Allottee(s) under the preferential allotment shall be subject to the following terms and conditions, apart from others, as prescribed under the applicable laws:

a) The Equity Shares proposed to be so allotted shall rank pari-passu in all respects, including as to dividend, with the existing fully paid-up Equity Shares of face value of INR 10/- (Indian Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

b) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and

laws, as applicable from time to time.

c) The Equity Shares shall be allotted by the Company to the Proposed Equity Allottee(s) in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members’ approval or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations. Where the allotment of the said Equity Shares is pending on account of the pendency of approval of any Regulatory Authority (including but not limited to the Stock Exchanges and/ or SEBI), the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of the last of such approvals.

d) The Proposed Allottee(s) shall, on or before the date of allotment of Equity Shares, pay an amount equivalent to 100% of the Equity Shares Issue Price fixed per Equity Share in terms of the SEBI (ICDR) Regulations, 2018.

e) The entire pre-preferential allotment shareholding of the Proposed Equity Allottee(s), if any, in the Company, shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.

f) The Equity Shares, being allotted to the Proposed Equity Allottee(s), shall be under lock- in for such period as may be prescribed under the SEBI (ICDR) Regulations.

g) The Equity Shares so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder.

h) The consideration for allotment of the Equity Shares shall be paid to the Company from the bank account of the Proposed Equity Allottee(s).

i) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.

j) The preferential issue shall not result in a change in control; moreover, the preferential issue does not envisage the allotment of more than five percent of the post-issue fully diluted share capital of the Company to the Proposed Equity Allottee(s), in terms of the provisions of Regulation 166A of the SEBI ICDR Regulation.

k) The equity shares after allotment shall be listed on the Stock Exchange(s) where the

existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals, as the case may be; and

l) The issue and allotment of Equity Shares shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

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

RESOLVED FURTHER THAT if any of the Proposed Equity Allottee(s) is found not eligible for the preferential allotment or approval of any Regulatory Authority, as may be required, is not received, the Company shall not allot any Equity Shares to the said Proposed Equity Allottee(s).

RESOLVED FURTHER THAT subject to receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the names and details of the Proposed Equity Allottee(s) in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Equity Allottee(s) through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and the SEBI ICDR Regulations containing the terms and conditions after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be

made only upon receipt of in-principle approval from the Stock Exchanges and within the timelines prescribed under the applicable laws.

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

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Subscription Shares to be allotted to the Proposed Equity Allottee(s) for effecting any modifications, changes, variations, alterations, additions and/ or deletions to the preferential issue as may be required by any Regulatory Authorities involved in or concerned with the issue of the Equity Shares; making applications to the Stock Exchanges for obtaining in-principle approvals; listing and trading of Equity Shares; filing requisite documents with the MCA and other Regulatory Authorities; filing of requisite documents with the depositories; to resolve and settle any questions and difficulties that may arise in the preferential offer; issue and allotment of the Equity Shares; to finalise, sign, modify and execute all documents/ declarations/ undertakings/ certificates in respect of the preferential issue, as required under the applicable laws; and to take all other steps which may be incidental, consequential,

relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it through this resolution, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including the execution of any documents on behalf of the Company and to represent the Company before any Regulatory Authorities, and to appoint any advisors, bankers, consultants and advocates to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

By Order of the Board of Directors,
for Pakka Limited



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

Place: Ayodhya
Date: 7th April, 2026

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) vide its latest Circular no. 03/2025 dated September 22, 2025, read with circulars issued earlier on the subject (“MCA Circulars”) and SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024, read with the circulars issued earlier on the subject (“SEBI Circulars”), have permitted the conduct of the Extraordinary General Meeting (“EGM”) virtually, without the physical presence of Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the provisions of the Act and the SEBI Listing Regulations, the EGM of the Company is being held virtually. The deemed venue for the EGM shall be the Registered Office of the Company situated at 312, Plaza Kalpana Society, B-49, Birhana Road, Kanpur – 208001, Uttar Pradesh, India.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, as amended (‘Act’), setting out material facts concerning the special businesses to be transacted at Extraordinary General Meeting (the “Meeting”) with respect to Items No.1 to 3 forms part of this 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 Video Conference/Other Audio-Visual Means (“VC/OAVM”), the Route Map to the venue is not

required and therefore, the same is not annexed to this Notice.

5. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the EGM without restriction on account of first come first served basis.

6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

7. Appointment of Proxy and Attendance Slip: Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint a proxy to attend and cast a vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.

8. Corporate shareholders/institutional shareholders intending to send their authorized representative(s) to attend/ vote at the EGM are requested to send from their registered e-mail address, scan copy of the relevant Board Resolution/ Authority Letter, etc. authorizing their representative(s) to attend / vote, to the Scrutinizer on his e-mail ID at amitguptacs@gmail.com with a copy

marked to evoting@nsdl.com and investors@pakka.com.

9. The Company has appointed Mr. Amit Gupta, Partner of M/s. Amit Gupta & Associates, Company Secretaries, as the Scrutinizer for scrutinizing the remote e-voting process as well as voting at the EGM in a fair and transparent manner.

10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using the remote e-Voting system, as well as e-voting on the date of the EGM, will be provided by NSDL.

11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.pakka.com. The Notice can also be accessed from the website of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. <https://www.evoting.nsdl.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

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 the 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 a Permanent Account Number (PAN) by every participant in the 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 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 an 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 Thursday, 30th April, 2026, may cast their vote by remote e-Voting. The remote e-Voting period commences on Saturday, 2nd May, 2026 at 9 a.m. (IST) and ends on Monday, 4th May, 2026 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 follows:

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

The remote e-voting period begins on Saturday, 2nd May, 2026 at 9 a.m. (IST) and ends on Monday, 4th May, 2026, at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date), i.e. Thursday, 30th April, 2026, may cast their vote electronically. The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 30th April, 2026.

How do I vote electronically using the 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 SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual members holding securities in demat mode is given below:

Type of Members

Individual Members holding securities in demat mode with NSDL.

Login Method

i. Existing IDeAS user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.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.nsdl.com/>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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. Members/Member can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 App Store  Google Play



Type of Members	Login Method
Individual Members holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</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 their User ID/ Password are advised to use the “Forget User ID” and “Forget Password” options available at the above-mentioned 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 https://www.evoting.nsdl.com/ or call at 022 - 4886 7000
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 helpdesk.evoting@cdsliindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meetings 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

<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.

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.

iv) 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***

v) Password details for members other than Individual members 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.**

vi) 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 <https://www.evoting.nsdl.com/>

b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on <https://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 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.

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

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

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

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

How to cast your vote electronically and join the General Meeting on the 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 are in active status.

2. Select "EVEN" of the company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. To join a virtual meeting, you need to click on the "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 a 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.

General Guidelines for Members

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to amitguptacs@gmail.com with a copy marked to evoting@nsdl.com. Institutional members (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under the "e-Voting" tab in their login.

2. 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 to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and the e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Mr. Amit Vishal, Deputy Vice-President at evoting@nsdl.com

Process for those members whose email IDs are not registered with the depositories

for procuring a user ID and password and registration of e mail IDs for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@pakka.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@pakka.com. If you are an individual member holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A), i.e., the login method for e-Voting and joining a virtual meeting for Individual members holding securities in demat mode.

3. Alternatively shareholders/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing the above-mentioned documents.

4. In terms of the SEBI circular dated December 9, 2020, on the e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access the e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.

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

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

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested

to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Members who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at investor@pakka.com. The same will be replied by the company suitably.

6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number at investor@pakka.com by Thursday, 30th April 2026. Only those Members who have pre-registered themselves as a speaker 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 AGM.

VI. 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.

VII. 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.

VIII. 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.

IX. The Results declared, alongwith the Scrutinizer's Report, shall be placed on the Company's website www.pakka.com and on the website of NSDL 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 & National Stock Exchange of India Limited and be made available on their respective websites viz. <https://www.bseindia.com/> and <https://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: 7th April, 2026

EXPLANATORY STATEMENT

[Pursuant to Sections 102 of the Companies Act, 2013 and other applicable laws, setting out all material facts and reasons]

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 3 of the Notice dated 7th April, 2026:

ITEM NO. 1

The present Authorised Share Capital of the Company is INR 60,05,00,000 (Indian Rupees Sixty Crore Five Lakh only) divided into 5,60,50,000 (Five Crore Sixty Lakh Fifty Thousand) equity shares of INR 10 (Indian Rupees Ten) each and 4,00,000 (Four Lakhs) preference shares of INR 100 (Indian Rupees One Hundred) each.

In order to facilitate the proposed fundraising and future business requirements of the Company, it is proposed to increase the Authorised Share Capital of the Company to INR 1,00,00,00,000 (Indian Rupees One Hundred Crore only) by creation of additional equity shares as set out in the resolution.

The increase in Authorised Share Capital requires approval of the Members under Section 61 of the Companies Act, 2013 and consequential amendment to the Capital Clause (Clause V) of the Memorandum of Association of the Company.

Accordingly, approval of the Members is sought for passing the aforesaid resolution as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the Ordinary Resolution set out in Item No.1 of the Notice for approval by the Members.

ITEM NO. 2 & 3

The Board of Directors of the Company, at its meeting held on 7th April, 2026, approved the raising of funds up to INR 129,91,00,000 (One Hundred Twenty-Nine Crores Ninety-One Lakhs Only) by creating, issuing, offering and allotting to the extent of 27,20,000 (Twenty-Seven Lakhs Twenty Thousand only) fully paid-up equity shares of face value of INR 10/- each at a premium of INR 100/- each at an issue price of INR 110/- per equity share (Indian Rupees One Hundred Ten Only) to the proposed Equity Allottee(s), each being a part of the Non-Promoter category of the Company (referred to as the "Proposed Equity Allottee(s)") and 90,90,000 (Ninety Lakhs Ninety Thousand only) Fully convertible warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity

share of the Company of face value of INR 10/- each ("Warrants") at a price of INR 110/- each payable in cash ("Warrants Issue Price"), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, to proposed Warrants Allottee(s), each being a part of the Promoter category of the Company (referred to as the "Proposed Warrants Allottee(s)"), by way of a preferential issue through private placement offer (the "Preferential Issue") by way of a preferential issue on a private placement basis ("Preferential Issue"). The Proposed Equity Allottee(s) and Proposed Warrants Allottee(s) are hereinafter referred to as the "Proposed Allottee(s)".

The Proposed Allottee(s) have also confirmed their eligibility in terms of Regulation 159 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), to subscribe to the fully paid-up equity shares and/or warrants, as proposed to be issued to the respective allottee(s) as per the resolution proposed in item no. 2 and 3, pursuant to the Preferential Issue.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing

Regulations”), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the members is being sought for the raising of funds aggregating up to INR 129,91,00,000 (One Hundred Twenty-Nine Crores Ninety-One Lakhs Only) by way of issuance of up to 27,20,000 (Twenty Seven Lakhs Twenty Thousand only) fully paid-up equity shares of face value of INR 10/- each at a premium of INR 100/- each at an issue price of INR 110/- per equity share (Indian Rupees One Hundred Ten Only) to proposed Allottee(s), each being a part of the Non-Promoter category of the Company (referred to as the “Proposed Equity Allottee(s)”) and 90,90,000 (Ninety Lakhs Ninety Thousand only) Fully convertible warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of INR 10/- each (“Warrants”) at a price of INR 110/- each payable in cash (“Warrants Issue Price”), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, to proposed Allottee(s), each being a part of the Promoter category of the Company (referred to as the “Proposed Warrants Allottee(s)”), on a preferential basis to the Proposed Allottee(s) as the Board of the Company may determine in the manner detailed hereafter.

The salient features of the Preferential Issue, including disclosures required to be made in accordance with Chapter V of the SEBI ICDR Regulations and the Act, are set out below:

The offer for the proposed allotments shall be made in the prescribed Form PAS-4 under Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014. The information pertaining to the proposed preferential allotment in terms of Chapter V of SEBI ICDR Regulations, and subsequent amendments thereto, is as stated below. As per Section 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the consent of the members is sought for issuing the equity shares as stated in the resolution on a preferential basis.

Necessary information/ disclosures in respect of the Proposed Preferential Issue in terms of the Act and Chapter V of the SEBI ICDR Regulations and other applicable laws are as provided herein below:

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

The Board of Directors at its meeting held on 7th April, 2026, had, subject to the approval of the Members and such other approvals

as may be required, approved the issuance of equity shares 27,20,000 (Twenty Seven Lakhs Twenty Thousand) and Warrants upto 90,90,000 (Ninety Lakhs Ninety Thousand) Fully Convertible Equity Warrants (“Warrants” or “Subscription Securities”), each carrying a right exercisable by the warrants holder(s) to subscribe to one (1) equity share against each warrant at a price of INR 110/- (Indian Rupees One Hundred Ten Only) per warrant (including the warrant subscription price and warrant exercise price) or such higher price as may be arrived at in accordance with the applicable provisions of Chapter V of SEBI ICDR Regulations, aggregating upto INR 1,29,91,00,000/- (Indian Rupees One Hundred Twenty-Nine Crore Ninety-One Lakhs only), to specified person(s) under Non-Promoter and Promoter and Promoter Group Category of the Company. The details of the proposed Allottee(s) are as follows:

Sr. No.	Name of the Proposed Allottee(s)	Type of Securities to be allotted	Maximum No. of Securities proposed to be allotted	³ Category
1.	Neo Special Credit Opportunities Fund	Equity Shares	10,88,000	SEBI-registered Category II Alternative Investment Funds (Non-Promoters)
2.	Neo Special Credit Opportunities Fund II	Equity Shares	13,61,904	
3.	Neo Special Credit Opportunities Fund II A	Equity Shares	1,95,840	
4.	Neo Credit Opportunities Fund I	Equity Shares	74,256	
5.	Yash Agro Products Limited	Warrants (Fully Convertible into Equity Shares)	90,90,000	Body Corporate (Promoters' Group)

²The aforesaid AIF schemes are managed by its Investment Manager, Neo Alternative Asset Managers Private Limited (formerly known as Neo Asset Management Private Limited).

The Warrants are not proposed to be listed on the stock exchanges. The Equity Shares (including the Equity Shares allotted pursuant to the conversion of Warrants) shall be listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") and shall rank pari passu with the existing Equity Shares of the Company in all aspects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than statutory lock-in under the SEBI ICDR Regulations), in accordance with applicable laws, and shall be subject to the requirements of all applicable laws and provisions of the Memorandum and Articles of Association of the Company.

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

The Company is implementing the 'Jagriti Project', which envisages the expansion of its paper manufacturing operations at the Ayodhya Plant. The scope of the Project includes: (i) installation of one new paper machine (PM-4) with an installed capacity of 100 TPD; (ii) enhancement of the installed capacity of an existing paper machine (PM-3) from 70 TPD to 80 TPD; (iii) augmentation of pulp mill capacity from 135 TPD to 175 TPD; and (iv) installation of an additional 15 MW power plant, over and above the existing 6 MW and 2.5 MW power plants.

The implementation of the Project has already commenced and is being funded through fundraising through the Preferential Issue of Equity Shares/Warrants, internal accruals and borrowings availed by the Company. Pursuant to the approval of the members in terms of their approval by way of the special resolutions passed at an Extraordinary General Meeting

held on 29th August, 2024, the Company has raised 146.88 crores by way of the Preferential Issue of Equity Shares to Non-Promoters. However, 36,00,000 Warrants allotted to Non-Promoters against the aggregate consideration of INR 97.92 crores have remained unexercised, and the last date for the said exercise shall also expire on 13th April, 2026. Moreover, subsequently, the estimated Project cost has been revised from Rs. 675 crores to Rs. 750 crores. Further, the Commercial Operation Date (COD) has been extended from April 1, 2026, to August 1, 2026. The delay of four months is attributable to technical adjustments in machinery and associated infrastructure. Accordingly, the aforesaid Preferential Issue of the Equity Shares and Warrants, is to fund the gap as stated above.

The Company proposes to utilize the proceeds from the Preferential Issue towards funding the aforesaid Project requirements, meeting business expenses and supporting business plans.

Accordingly, the entire proceeds of the Preferential Issue shall be utilized by the Board in furtherance of the aforementioned objectives. However, the proposed utilization is subject to various factors, including financial, market and sectoral conditions, business performance, competitive landscape, and other external factors beyond the control of the Company. These may necessitate modifications to the proposed schedule and manner of utilization of Issue Proceeds, at the discretion of the Board, subject to compliance with applicable laws.

The Board intends to utilize the Issue Proceeds within a period of eighteen months from the date of date of the receipt of funds for the exercise of the warrants strictly as per objects stated aforesaid. However, pending such utilization, the unutilized funds shall be kept in a separate Bank account with a scheduled bank. In the event that the Issue Proceeds are not fully utilized within the aforesaid period due to the above-mentioned factors, the balance

amount shall be deployed in the subsequent periods in such manner as may be determined by the Board, in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by the Government of India, or any other investments as permitted under applicable laws. This may include rescheduling or revising the planned expenditure and reallocating funds among the stated objects, including increasing or decreasing allocations for specific purposes, as deemed appropriate by the Board strictly in accordance with the object.

Utilization of the Issue Proceeds

Given that the funds to be received against Warrant conversion will be in tranches, and the quantum of funds required on different dates may vary. The broad range of intended use of the Issue Proceeds for the above Objects is set out below:

Sr No.	Particulars	Total estimated amount to be utilised for each of the Objects* (INR in crore)	Premium (In Rs.)
1.	Investment in Jagriti Project	1,29,91,00,000	Within 18 months from the date of receipt of funds for the exercise of the Warrants (as set out herein)
Total		1,29,91,00,000	

*considering 100% conversion of Warrants into equity shares within the stipulated time.

Given that the Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 18 months from the date of receipt of funds for the Warrants (as set out herein).

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

Interim Use of Issue Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time,

will have the flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments, including money market mutual funds, deposits in scheduled commercial banks, securities issued by the Government of India or any other investments as permitted under applicable laws.

Monitoring of utilisation of funds

a) Given that the issue size exceeds INR 100 Crore (Indian Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed Care Ratings Limited, a SEBI-registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("Monitoring Agency").

b) 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.

3. Relevant Date:

The Relevant Date as per the SEBI ICDR Regulations for the determination of the price per Equity Shares pursuant to the preferential allotment is Thursday, April 02, 2026 ("Relevant Date"), being the date 30 days prior to the date of the Shareholders' meeting proposed to be held on Tuesday, 5th May, 2026, to consider the preferential issue. In terms of the provisions of Regulation 161 of the SEBI ICDR Regulations, since the relevant date falls on a weekend or a holiday, the day preceding the weekend or the holiday has been reckoned to be the relevant date.

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

In terms of the SEBI ICDR Regulations, the floor price at which the fully paid equity shares and/or fully convertible Warrants can be issued is INR 109.13 per equity share/Warrant, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is the highest of the following:

a) 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. INR 94.21 per equity share;

b) 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. INR 86.43 per equity share.

c) The floor price, determined in accordance with the provisions of the articles of association of the Company. (Not Applicable)

d) The price determined through the Valuation report of the Registered valuer under Regulation 166A of SEBI ICDR Regulations: INR 109.13

The articles of association of the Company do not provide for any method of determination for the valuation of shares which results in a floor price higher than the determined price pursuant to SEBI ICDR Regulations.

The proposed Preferential Issue is not expected to result in a change in control, however, since the proposed Preferential Issue envisages the allotment of more than 5% (five per cent) of the post-issue fully diluted share capital of the Company to the Proposed Allottee(s) Yash Agro Products Limited, Promoters category, the Company is required to obtain a valuation report from an independent registered valuer and consider the same for determining the price, in terms of the Regulation 166A of the SEBI ICDR Regulations.

In terms of the provisions of Regulation 166A of the SEBI ICDR Regulations, the price has been determined by the Valuation Report issued by the Independent Registered Valuer through the Valuation Report, issued by Mr. Niraj Kumar Verma, Registered Valuer (IBBI Registration No. - IBBI/RV/05/2019/12030). The said report is available on the website of the Company at www.pakka.com.

The Board has approved the issue price of INR 110/- (Indian Rupees One Hundred Ten Only) for issue of fully paid-up equity shares and fully convertible warrants by way of Preferential Issue as per Chapter V of SEBI ICDR Regulations, 2018.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior

to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

If the Company is required to re-compute the price then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottee(s) within the time stipulated in the SEBI ICDR Regulations, the Equity shares and Warrants proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottee(s).

5. Report of the Independent Registered Valuer:

Being a listed entity, no report of the Registered Valuer is required for the offer, issue and allotment of the Equity Shares or Warrants convertible into fully paid-up Equity Shares under the provisions of the second proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014, as amended.

However, in accordance with Regulation 166A of the ICDR Regulations, the Company has obtained a valuation report dated 7th April, 2026, from Mr. Niraj Kumar Verma, Registered Valuer (IBBI Registration No. - IBBI/RV/05/2019/12030) having office at G-01, Murli Bhawan, 10-A, Ashok Marg, Lucknow - 226001, Uttar Pradesh and the price determined by such Independent Registered Valuer is INR 109.13 (Indian Rupees One Hundred Nine and Thirteen Paise Only) per share and same has been published on the website <https://pakka.com/>

6. Intent of the Promoters, Promoters' Group, Director or Key Managerial Personnel of the

Company to subscribe to the Preferential Issue, contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects:

The Company has received confirmation of participation by subscription to 90,90,000 (Ninety Lakhs Ninety Thousand) Warrants from the Proposed Warrants Allottee(s) (Yash Agro Products Limited), subject to customary closing conditions. Apart from the Proposed Allottee(s), none of the promoters, members of the promoter group, directors or key managerial personnel of the Company intend to subscribe to the offer.

7. Time frame within which the preferential issue shall be completed:

In terms of Regulation 170 of the SEBI ICDR Regulations, the preferential allotment of equity shares will be completed within a period of 15 (fifteen) days from the date of passing of the special resolution mentioned here.

The warrants convertible into equity shares shall also be issued and allotted by the Company to the proposed Allottee(s) within a period of 15 (fifteen) days from the date of receipt of Member's approval.

Provided that where the allotment is pending on account of the pendency of any application for approval or permission by any Regulatory Authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock exchange(s) including but not limited to the BSE and NSE, MCA or Government of India or other relevant authorities.

In terms of SEBI ICDR Regulations, the said preferential warrants should be converted into equity shares within a period of 18 (eighteen) months from the date of their allotment.

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

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

Sl. No.	Category of Members	³ Pre Issue Shareholding		⁴ Post Issue Shareholding	
		No. of shares	% of Shares	No. of shares	% of Shares
A)	Promoter's Holding				
	(a) Indian				
	(1) Individual / HUF	14417131	32.08	14417131	25.40
	(2) Bodies Corporate	4303140	9.57	13393140	23.60
	Sub-total	18720271	41.65	27810271	49.00
	(b) Foreign	0	0.00	0	0.00

³The above pre and post shareholding pattern is without taking into effect of the 36,00,000 warrants convertible into equity shares, as the same have not been exercised so far, and 18 months permitted time is expiring on 13/04/2026.

⁴Percentage of Post Preferential Issue is assuming full conversion of Warrants within 18 months from the date of allotment.

Sl. No.	Category of Members	³ Pre issue Shareholding		⁵ Post issue Shareholding	
		No. of shares	% of shares	No. of shares	% of shares
A) Promoter's Holding					
	(a) Indian				
	(1) Individual / HUF	14417131	32.08	14417131	25.40
	(2) Bodies Corporate	4303140	9.57	13393140	23.60
	Sub-total	18720271	41.65	27810271	49.00
	(b) Foreign	0	0.00	0	0.00
	TOTAL (A)	18720271	41.65	27810271	49.00
B) Non-Promoter's Holding					
I	Institutions Investors				
	(1) Banks*	0	0.00	0	0.00
	(2) Mutual Funds	3346454	7.45	3346454	5.90
	(3) Alternate Investment Funds	254546	0.57	2974546	5.24
	(4) Foreign Portfolio Investors Category I	77970	0.17	77970	0.14
II	Investor Education and Protection Fund (IEPF)	0	0.00	0	0.00
III	Non-Institutions				
	(1) Resident Individuals	18774460	41.77	18774460	33.08
	(2) Bodies Corporate	1629073	3.62	1629073	2.87
	(3) Directors and relatives^	10000	0.02	10000	0.02
	(4) Non Resident Indians (NRIs)	457563	1.02	457563	0.81
	(5) Hindu Undivided Family	1069448	2.38	1069448	1.88
	(6) Any other (including Trusts, Clearing members etc.)	608315	1.35	608315	1.07
	TOTAL (B)	26227829	58.35	28947829	51.00
	Total (A+B)	44948100	100.00	56758100	100.00

³ The above pre and post shareholding pattern is without taking into effect of the 36,00,000 warrants convertible into equity shares, as the same have not been exercised so far, and 18 months permitted time is expiring on 13/04/2026.

⁴ Percentage of Post Preferential Issue is assuming full conversion of Warrants within 18 months from the date of allotment.

*The fraction percentage shareholding is beyond the required decimal value.

^It refers to the shareholding of Independent Non-Executive Directors and their relatives only. The shareholding of Executive Directors, who are also Promoters, has been categorized as Promoters' Holding at Point (A) above.

9. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed Allottee(s):

Sr No.	Name of the Proposed Allottee(s)	Name of beneficial owners of the proposed allottee(s) of share warrants / equity shares
1.	Yash Agro Products Limited	Mr. Ved Krishna
2.	Neo Special Credit Opportunities Fund	Mr. Puneet Jain*
3.	Neo Special Credit Opportunities Fund II	Mr. Puneet Jain*
4.	Neo Special Credit Opportunities Fund II A	Mr. Puneet Jain*
5.	Neo Credit Opportunities Fund I	Mr. Puneet Jain*

*The Company has received a declaration from the Investment Manager, Neo Alternative Asset Managers Private Limited (formerly known as Neo Asset Management Private Limited) that there are no natural persons who are the ultimate beneficial owners in respect of the aforesaid AIF's, accordingly, the details of a Senior Managing Official have been provided.

10. The name of the proposed Allottee(s) and the percentage of post-preferential offer capital that may be held by them

Sr No.	Name of Proposed Allottee(s)	Permanent Account Number	Status	Number of equity shares proposed to be allotted	Number of fully convertible warrants proposed to be allotted	Pre-Issue Holding*	Post Issue Holding (assuming full conversion of warrants)	⁵ Percentage of Post Issue Holdings
1.	Yash Agro Products Limited	AAACM9315R	Body Corporate	0	90,90,000	9,68,640	100,58,640	17.72%
2.	Neo Special Credit Opportunities Fund	AADTN9176H	SEBI-registered	10,88,000	0	0	10,88,000	1.92%
3.	Neo Special Credit Opportunities Fund II	AAETN6795K	Category II Alternative	13,61,904	0	0	13,61,904	2.40%
4.	Neo Special Credit Opportunities Fund II A	AAFTN1450J	Investment Funds	1,95,840	0	0	74,256	0.13%
5.	Neo Credit Opportunities Fund I	Not Applicable		74,256	0	0	1,95,840	0.35%
TOTAL				27,20,000	90,90,000	9,68,640	127,78,640	22.51%

⁵ Percentage of Post Preferential Issue is assuming full conversion of Warrants within 18 months from the date of allotment. Aggregate promoters holding shall increase from 1,87,20,271 (41.65%) to 2,78,10,271 (49.00%).

*The above pre and post shareholding pattern is without taking into effect the equity shares as were to be allotted pursuant to the conversion of the 36,00,000 warrants convertible into equity shares, as the same have not been exercised so far, and 18 months permitted time is expiring on 13/04/2026.

It is also confirmed that:

- The Company has obtained the details of the ultimate beneficial owners of non-individual proposed Allottee(s);
- None of the above Proposed Allottee(s), except Neo Special Credit Opportunities Fund, Neo Special Credit Opportunities Fund II, Neo Special Credit Opportunities Fund II A and Neo Credit Opportunities Fund I, acting through its Investment Manager, Neo Alternative Asset Managers Private Limited (formerly known as Neo Asset Management Private Limited) is acting in concert with any other Allottee(s); and
- The Company has obtained and verified the details of the Permanent Account Number (PAN) of each of the Proposed Allottee(s).

11. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:
The Preferential Issue of fully paid-up equity shares is proposed to be made to the Proposed Allottee(s), who belong to the Non-Promoter category and fully convertible warrants are proposed to be made to the Proposed Allottee(s), who belong to the 'Promoter' category.

S. No.	Name of the Proposed Allottee(s)	Current Status	Post Status
1.	Yash Agro Products Limited	Promoters' Group	Promoters' Group
2.	Neo Special Credit Opportunities Fund	Non-Promoter (Public)	Non-Promoter (Public)
3.	Neo Special Credit Opportunities Fund II	Non-Promoter (Public)	Non-Promoter (Public)
4.	Neo Special Credit Opportunities Fund II A	Non-Promoter (Public)	Non-Promoter (Public)
5.	Neo Credit Opportunities Fund I	Non-Promoter (Public)	Non-Promoter (Public)

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

There shall be no change in the management or control of the Company pursuant to the issue of the Equity Shares and warrants convertible into Equity Shares.

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

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

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

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

15. Justification for the allotment proposed to be made for consideration other than cash, together with the valuation report of the Registered Valuer:

Not Applicable.

16. Lock-in Period:

The Equity Shares and Warrants to be allotted pursuant to the preferential issue shall be subject to lock-in requirements in accordance with Regulation 167 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"), and other applicable provisions of law.

(a) Allotment to Promoter / Promoter Group (Warrants and resultant Equity Shares):

The warrants proposed to be allotted to the Promoter / Promoter Group, and the equity shares to be allotted pursuant to the exercise of such warrants, shall be subject to the following lock-in requirements:

- Such specified securities shall be locked-in for a period of 18 (eighteen) months from the date of trading approval granted by the Stock Exchange(s) for such equity shares.
- Not more than 20% of the post-preferential issue capital of the Company held by the Promoter / Promoter Group shall be locked-in for a period of 18 months, and the equity shares allotted in excess of such 20% shall be locked-in for a period of 6 (six) months from the date of trading approval.
- The warrants allotted to the Promoter / Promoter Group shall be locked-in for a period of 18 months from the date of allotment.

(b) Allotment to Non-Promoter (Equity Shares):

The equity shares proposed to be allotted to the Non-Promoter category shall be locked-in for a period of 6 (six) months from the date of trading approval granted by the Stock Exchange(s).

(c) Pre-preferential Shareholding:

The entire pre-preferential shareholding of the proposed Allottee(s), if any, shall be locked-in from the relevant date up to a period of 90 (ninety) trading days from the date of trading approval, in accordance with Regulation 167(6) of the SEBI ICDR Regulations.

(d) Transferability:

The specified securities shall not be transferable during the lock-in period, except in accordance with the provisions of the SEBI ICDR Regulations.

(e) Other Conditions:

The lock-in on the specified securities shall be subject to such other conditions and exceptions as may be prescribed under the SEBI ICDR Regulations and applicable law from time to time.

17. Listing:

The Company will make an application to the BSE Limited and the National Stock Exchange of India Limited ('NSE'), where the existing Equity Shares are presently listed, for listing of the Equity Shares / Equity Shares that will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank pari-passu with the then existing Equity Shares, in all respects, including voting rights and dividends.

18. Practicing Company Secretary Certificate:

A certificate from Amit Gupta & Associates, Practicing Company Secretaries, certifying

that the preferential issue of warrants is being made in accordance with the requirements of ICDR Regulations, shall be available for inspection by the members, and the same may also be accessed on the Company's website at the weblink: <https://pakka.com/wp-content/uploads/2026/04/PCS-Certificate-confirming-the-minimum-price-for-the-Preferential-Issue.pdf>

19. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters, promoter group or directors is a willful defaulter or fraudulent borrower:

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

20. Material terms of raising such securities:

The material terms for the Preferential Issue of Warrants to the Proposed Allottee(s) are set out below:

a) Tenure: The Warrants shall be convertible into equity shares within a period of 18 (eighteen) months from the date of allotment of the Warrants.

b) Conversion and other related matters:

(i) The Warrant holder shall have the right to convert the Warrants into fully paid-up equity shares of the Company of face value of INR 10/- (Indian Rupees Ten only) each, in one or more tranches, by delivering a notice of conversion ("Conversion Notice") to the Company requesting the conversion of the relevant number of Warrants into equity shares, on the date designated as the specified conversion date in the Conversion Notice ("Conversion

Date").

(ii) The conversion ratio is 1 (one) equity share in lieu of 1 (one) Warrant.

(iii) Prior to the Conversion Date, the Warrant holder shall pay the Warrant exercise amount for the relevant Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, on the Conversion Date, in accordance with applicable law to issue and allot equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Warrant holder in lieu of the relevant Warrants.

(iv) The Company shall file the certificate from the Statutory Auditor with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169(4) & (5) of the SEBI ICDR Regulations from the Warrant holder and the relevant documents thereof are maintained by the Company as on the date of certification.

(v) The Company shall issue and allot the equity shares to the Warrant holder in dematerialized form and seek final approval from the Stock Exchanges for listing the equity shares allotted to the Warrant holder pursuant to the conversion of the Warrants. All equity shares (upon conversion of the Warrants) shall be credited into the Warrant holder's demat account within 7 (seven) business days from the Conversion Date.

(vi) The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Preferential Issue and conversion of the Warrants.

(vii) The procedure for conversion of warrants into equity shares set out above shall be applicable for conversion of each Warrant into equity shares, irrespective of the number of tranches in which the Warrant holder issues a Conversion Notice in accordance with Paragraph B(i) above.

21. Other disclosures / undertakings

i. The Company, its Promoters, Promoter Group and its Directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the ICDR Regulations are not applicable.

ii. None of its Directors or promoters, promoter group, is a fugitive economic offender as defined under the ICDR Regulations.

iii. The Company does not have any outstanding dues to SEBI, Stock Exchange or any of the depositories.

iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed Allottee(s), except those Allottee(s) which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principal approval is made by the Company to the stock exchange where its equity shares are listed;

v. The Company shall be making an application seeking in-principal approval to the stock exchange, where its equity shares are listed, on the same day when this notice is sent in respect of the general meeting seeking shareholders' approval by way of a special resolution;

vi. The Company is in compliance with the conditions for continuous listing;

vii. The proposed Allottee(s), promoter and promoter group have not sold any of the equity shares during 90 trading days preceding the relevant date;

viii. The Equity Shares held by the proposed Allottee(s) in the Company are in dematerialized form only;

ix. No person belonging to the promoters/promoter group has previously subscribed to any warrants of the company during the last one year;

x. The Company has complied with the requirements of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, maintaining a minimum of 25% of the paid-up capital in the hands of the public.

22. Maximum number of specified securities to be issued:

The Company is proposing to issue up to 27,20,000 (Twenty-Seven Lakhs Twenty Thousand only) equity shares and up to 90,90,000 (Ninety Lakhs Ninety Thousand

only) warrants to the Proposed Allottee(s) in terms of Chapter V of SEBI ICDR Regulations, 2018. The details are given below:-

S. No.	Type of Instrument	Face Value (In INR)	Premium (In INR)	Issue Price (In INR)	Number	Total Value (In INR)
		A	B	C (A + B)	D	E (C * D)
1.	Equity	10	100	110	27,20,000	29,92,00,000
2.	Warrants	-	-	110	90,90,000	99,99,00,000
				Grand Total	1,18,10,000	129,91,00,000

23. The amount which the company intends to raise by way of preferential issue:

Aggregating up to INR 129,91,00,000/- (Indian Rupees One Hundred Twenty-Nine Crores and Ninety-One Lakhs only). The consideration for the proposed issue shall be received in cash by way of a banking channel only.

24. Issue Price and Relevant Date:

The Company intends to raise an amount up to INR 129,91,00,000/- (Indian Rupees One Hundred Twenty-Nine Crores and Ninety One Lakhs only) by issuing up to 27,20,000 (Twenty Seven Lakhs Twenty Thousand only) fully paid-up equity shares of face value of INR 10/- each at a premium of INR 100/- each at an issue price of INR 110/- per equity share (Indian Rupees One Hundred Ten Only) to proposed Allottee(s), each being a part of the Non-Promoter category of the Company (referred to as the "Proposed Equity Allottee(s)") and 90,90,000 (Ninety Lakhs Ninety Thousand only) Fully convertible warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of INR 10/- each ("Warrants") at a price of INR 110/- each payable in cash ("Warrants Issue Price"), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months. The issue price is determined in accordance with the preferential issue guidelines given in SEBI ICDR Regulations, 2018 and subsequent amendments thereto, which

is based on the relevant date, i.e. Thursday, April 02, 2026, which is thirty days prior to this meeting of Members. The consideration for the proposed issue shall be received in cash by way of a banking channel only.

The Relevant Date for the purpose of pricing of issue of Equity Shares and Convertible Warrants in accordance with Regulation 161 of SEBI (ICDR) Regulations, 2018 (as amended) be fixed as Thursday, April 02, 2026 to consider the proposed preferential issue of Equity Shares and the conversion price for the conversion of warrants into Equity Shares is the said Relevant date i.e. Thursday, April 02, 2026 as per SEBI (ICDR) Regulations, 2018.

A certificate is obtained from Amit Gupta & Associates, Company Secretaries, confirming the minimum price for the preferential issue as per the Preferential Issue Regulations in Chapter V of SEBI ICDR Regulations, 2018 and showing the calculation thereof and the same is available at the website of the Company at the weblink: <https://pakka.com/wp-content/uploads/2026/04/PCS-Certificate-confirming-the-minimum-price-for-the-Preferential-Issue.pdf>

In terms of the provisions of Regulation 166A of the SEBI ICDR Regulations, the price has been determined by the Valuation Report issued by the Independent Registered Valuer through the Valuation Report, issued by Mr. Niraj Kumar Verma, Registered Valuer (IBBI

Registration No. - IBBI/RV/05/2019/12030). The said report is available on the website of the Company at <https://pakka.com/>

The Board has approved the issue price of INR 110/- (Indian Rupees One Hundred Ten Only) for issue of fully paid-up equity shares and fully convertible warrants by way of Preferential Issue as per Chapter V of SEBI ICDR Regulations, 2018.

25. Consequential changes in the voting rights and a change in management:

As a result of the proposed preferential issue of equity shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern. The proposed preferential issue of equity shares shall be ranked as pari-passu with the existing share capital in all respects, with no other material or specific terms associated.

26. The current and proposed status of the Proposed Allottee(s) post preferential issue:

The Preferential Issue of fully paid-up equity shares is proposed to be made to the Proposed Allottee(s), who belong to the Non-Promoter category and fully convertible warrants are proposed to be made to the Proposed Allottee(s), who belong to the 'Promoter' category. There will be no change in the status of the Proposed Allottee(s) post the preferential issue.

27. Compliances:

The Company has complied with the requirements of Rule 19A of the Securities Contracts (Regulation) Rules, 1957, maintaining a minimum of 25% of the paid-up capital in the hands of the public.

28. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter-alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of equity shares, such equity shares shall be first offered to the existing members of the Company in the manner laid down in the said section, unless the members decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the members is being sought pursuant to the provisions of section 62 of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company to the individuals from the 'Non-Promoter' category on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit. It is also hereby confirmed that the instant issue is also authorized by the articles of association of the Company.

29. Holding of shares in demat form, non-

disposal of shares by the Proposed Allottee(s) and lock-in period of shares:

The entire pre-preferential allotment shareholding of such Allottee(s), if any, shall be in dematerialized form and under lock-in from the relevant date up to a required period from the date of trading approval from the BSE and NSE, the stock exchanges where the securities of the Company are listed. The shareholder who has sold their shares during the ninety-trading-day period prior to the relevant date shall not be eligible for allotment of equity shares on a preferential basis. The Company has obtained and verified the details of the Permanent Account Number (PAN) of each of the Proposed Allottee(s).

The Company shall issue and allot the equity shares to the Allottee(s) in dematerialized form and seek final approval from the Stock Exchanges for listing the equity shares allotted to the Allottee(s). After the necessary approvals, all equity shares shall be credited into the demat account of Allottee(s) after allotment of equity shares.

30. SEBI Takeover Code:

The Proposed Allottee(s) would ensure compliance with the applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

31. Approvals:

The Company will take the necessary steps to obtain the required approvals from the Stock Exchange, SEBI, or any other regulatory agency as may be applicable, for the proposed

preferential issue of equity shares.

32. Disclosure:

It is hereby confirmed that the provisions of Regulation 164A of the SEBI ICDR Regulations are not applicable in the instant preferential issue.

All the Proposed Allottee(s) have also confirmed that:

a) They are eligible under all statutory laws, including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and qualified for above-referred preferential allotment; and

b) They are not barred by the Securities and Exchange Board of India, Reserve Bank of India, Ministry of Corporate Affairs or any other statutory authority, including any court or tribunal, for the aforesaid preferential allotment.

33. Other disclosures

a) During the period from April 01, 2025, until the date of the Notice of this EGM, the Company has not made any Preferential Issue of equity shares.

b) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.

c) Neither the Company nor any of its directors or Promoters are categorized as a willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulter(s) issued by the

Reserve Bank of India. Further, neither the Company nor any of its directors or Promoters is a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.

d) Neither the Company nor any of its Directors and / or Promoters are a fugitive economic offender as defined under the SEBI ICDR Regulations.

e) The justification for the allotment proposed to be made for consideration other than cash, together with a valuation report of the registered valuer, is not applicable as the allotment of equity shares under the Preferential Issue is for cash consideration.

f) The Proposed Allottee(s) have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottee(s) have further confirmed that they are eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

None of the Directors, Key Managerial Personnel or their relatives are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item Nos. 2 & 3 of this notice, except Mr. Ved Krishna, Mrs. Manjula Jhunjhunwala and Mrs. Kimberly McArthur to the extent of their shareholding Directorship in the Company as may be applicable.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI

ICDR Regulations, approval of the Members for issue and allotment of the said warrants to the Proposed Allottee(s) is being sought by way of a special resolution as set out in the said items nos. 2 and 3 of the Notice. The issue of the equity shares pursuant to the exercise of the rights attached to warrants would be within the authorised share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Items Nos 2 and 3 of the Notice for approval by the Members of the Company as a Special Resolution.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

By Order of the Board of Directors,
for Pakka Limited



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

Place: Ayodhya
Date: 7th April, 2026