EXTRA-ORDINARY GENERAL MEETING OF PAKKA LIMITED

PAKKA LIMITED

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

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

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

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 Thursday, the 29th day of August, 2024 at 10:30 a.m. (IST) to transact the following businesses:

SPECIAL BUSINESSES

ITEM 1: TO REGULARIZE THE APPOINTMENT OF MS. ANNA KAY WARRINGTON (DIN: 07377732) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE) OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17 and 25 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Anna Kay Warrington **(DIN: 07377732)** be and is hereby appointed as an Independent Director (Non-executive) of the Company with effect from 1st July, 2024 for a period of five years or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.

RESOLVED FURTHER THAT Mr. Jagdeep Hira, Managing Director, Mr. Gautam Ghosh, Executive Director, Mrs. Neetika Suryawanshi, Chief Financial Officer and Mr. Sachin Kumar Srivastava, Company Secretary & Legal Head of the Company be and are hereby severally authorized to do all such acts, deed, things as may be necessary to give effect to this resolution."

ITEM 2: ISSUANCE OF UP TO 54,00,000 EQUITY SHARES TO PERSONS BELONGING TO THE NON-PROMOTER CATEGORY ON 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(1)(b), 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time and other relevant rules made thereunder (including any statutory modification(s) thereto or re- enactment thereof for the time being in force), and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated ("FEMA"), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with the relevant stock exchange where the equity shares of the Company are listed ("Stock Exchange"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

as amended ("SEBI Listing Regulations"), and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board" which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to issue, offer and allot, on a preferential basis up to 54,00,000 (Fifty Four Lakhs only) fully paid up Equity Shares of face value of Rs.10/- (Rupees Ten Only) each, for cash, to be issued at a price of Rs. 272/- (Rupees Two Hundred Seventy-Two Only) per Equity Share, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. 1,46,88,00,000/- (Rupees One Hundred Forty-Six Crores Eighty-Eight Lakhs only), for cash, on such further terms and conditions as may be finalized by the Board of Directors to the person belonging to Non promoter category, as mentioned below ("Proposed Allottee"):

Sr. No.	Name of Proposed Allottee	Status[1]	Number of equity shares proposed to be allotted
1.	SBI Magnum Children's Benefit Fund - Investment Plan	Mutual Fund	33,45,454
2.	SBI Optimal Equity Fund - Long Term	Alternative Investment Fund Category III	2,54,546
3.	Akshat Greentech Private Limited	Body Corporate	1,25,000
4.	Elpro International Limited	Body Corporate	1,25,000
5.	Rmarm Holdings	AOP	1,00,000
6.	Sushma Anand Jain	Individual	1,00,000
7.	Rameshchandra Vinaychand Shah	Individual	90,000
8.	Tibrewala Electronics Limited	Body Corporate	80,000
9.	Dhoot Industrial Finance Ltd	Body Corporate	75,000
10.	Eighty Four Investments Private Limited	Body Corporate	75,000
11.	Minaxi H Kothari	Individual	75,000
12.	Nabs Vriddhii LLP	LLP	75,000
13.	SKFF (India) Private Limited	Body Corporate	60,000
14.	Carnelian Asset Management LLP	LLP	50,000
15.	Amit Kumar Singh	Individual	50,000
16.	Apurva Mahesh Shah	Individual	50,000
17.	Ashit Mahesh Shah	Individual	50,000
18.	Ashok Ramnarayan Boob HUF	HUF	50,000
19.	Bhawana Vohra	Individual	50,000
20.	G K Tobacco Industries Private Limited	Body Corporate	50,000
21.	Navatris Investments	AOP	50,000
22.	Pawan Poddar	Individual	50,000
23.	Raj Kumar Taneja	Individual	50,000
24.	Rajasthan Patrika Private Limited	Body Corporate	50,000
25.	Shahi Exports Private Limited	Body Corporate	50,000
26.	Sumeet Kanwar	Individual	50,000
27.	Viansh Family Trust	Trust	50,000
28.	Bijal Kishorchandra Madhani	Individual	40,000
29.	Sammys Dreamland Co Private Limited	Body Corporate	40,000
30.	Thermopads Private Limited	Body Corporate	40,000
		TOTAL EQUITY SHARES	**54,00,000**

[1] All are non-promoters

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations, the Relevant Date for determining the minimum issue price shall be Tuesday, 30th July 2024 i.e., being the date, which is 30 days prior to the date of the Extra-Ordinary General Meeting of the Members of the Company scheduled to be held on Thursday, August 29, 2024.

RESOLVED FURTHER THAT the approval of the members be and is hereby accorded to issue to the Proposed Allottee, a private placement offer letter in Form PAS-4 pursuant to Section 42 of the Companies Act and Rule 14 of the Companies (Prospectus and Allotment of Securities Rules, 2014), to subscribe to the aforesaid equity shares by way of preferential allotment on a private placement basis.

RESOLVED FURTHER THAT 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 Rs. 10/- (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.

RESOLVED FURTHER THAT the aforesaid equity shares allotted in terms of this resolution shall be subject to lock-in requirements as per the provisions of Chapter V of SEBI ICDR Regulations, 2018 and any amendment(s) thereto from time to time.

RESOLVED FURTHER THAT the aforesaid issue of equity shares shall be subject to the following terms and conditions apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

a) The Proposed Allottee of equity shares shall be required to bring in 100% of the consideration, for the equity shares to be allotted, on or prior to the date of allotment thereof;

b) The consideration for allotment of equity shares shall be paid to the Company by the Proposed Allottee from its bank account(s);

c) The preferential issue shall not result in a change in control, however, the preferential issue envisages the allotment of more than five percent of the post-issue fully diluted share capital of the Company, to SBI Magnum Children's Benefit Fund - Investment Plan, Proposed Allottee;

d) The pre-preferential shareholding of the Proposed Allottee, if any and equity shares to be allotted shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations;

e) The equity shares so allotted to the Proposed Allottee 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, 2018 except to the extent and in the manner permitted thereunder;

f) Allotment of equity shares shall only be made in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the members of the Company for their issuance, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission;

g) 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

h) 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.

RESOLVED FURTHER THAT subject to any applicable statutory approval(s) or permission(s), if required, the aforesaid approval accorded by the members of the Company, shall not become infructuous in its entirety for the mere reason that if any of the above Proposed Allottee(s) is/are held either ineligible or disqualified or otherwise failed to comply with any of the statutory requirement including the terms of this approval by members; and the Board/Committee(s) of the Board may, in the best interest of the Company, give effect to this resolution after eliminating the name(s) of such Proposed Allottee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/ Committee(s) of the Board and any authorized Key Managerial personnel by the Board in this behalf, be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s),

filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions/ difficulties that may arise in the proposed issue, of the said equity shares, including making an offer to the proposed allottee through private placement offer letter, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolution(s) be and are hereby approved, ratified and confirmed in all respects."

ITEM 3: ISSUANCE OF UP TO 36,00,000 FULLY CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO PERSONS BELONGING TO 'NON-PROMOTER' 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(1)(b), 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time and other relevant rules made thereunder (including any statutory modification(s) thereto or re- enactment thereof for the time being in force), and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated ("FEMA"), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with the relevant stock exchange where the equity shares of the Company are listed ("Stock Exchange"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board" which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to issue, offer and allot, on a preferential basis up-to 36,00,000 (Thirty Six Lakhs) Fully Convertible Warrants ("Warrants") to persons belonging to Non-Promoter category, for cash, at an issue price of Rs. 272/- (Rupees Two Hundred Seventy-Two Only) per warrant which is a price higher than the minimum price determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, to be convertible at an option of Warrant holder(s) in one or more tranches, within 12 (twelve) months from its allotment date into equivalent number of fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each, for an aggregate amount of up to Rs. 97,92,00,000/- (Rupees Ninety-Seven Crores and Ninety-Two Lakhs Only) and to issue fresh Equity Shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the persons belonging to Non promoter category, as mentioned below ("Proposed Allottee"):

Sr. No.	Name of Proposed Allottee	Status[2]	Number of warrants proposed to be allotted
1	Carnelian Bharat Amritkaal Fund	AIF Category III	20,50,000
2	Carnelian Asset Management LLP	LLP	15,50,000
		TOTAL WARRANTS	**36,00,000**

[2] All are non-promoters

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations, the Relevant Date for determining the minimum issue price shall be Tuesday, 30th July 2024, i.e., being the date, which is 30 days prior to the date of the Extra-Ordinary General Meeting of the Members of the Company scheduled to be held on Thursday, August 29, 2024.

RESOLVED FURTHER THAT the approval of the members be and is hereby accorded to issue to the Proposed Allottee, a private placement offer letter in Form PAS-4 pursuant to Section 42 of the Companies Act and Rule 14 of the Companies (Prospectus and Allotment of Securities Rules, 2014), to subscribe to the aforesaid equity shares by way of preferential allotment on a private placement basis.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted on 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 Rs. 10/- (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.

RESOLVED FURTHER THAT the Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in as per the provisions of Chapter V of SEBI ICDR Regulations, 2018 and any amendment(s) thereto from time to time.

RESOLVED FURTHER THAT the aforesaid issue of equity shares shall be subject to the following terms and conditions apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

a) Each Warrant held by the Proposed 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 12 (twelve) months from the date of allotment (the **"Warrant Exercise Period").**

b) The Proposed 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.

c) Warrants, being allotted to the Proposed 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 SEBI (ICDR) Regulations.

d) 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 there under.

e) Warrants shall be issued and allotted by the Company only in dematerialized form.

f) 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 Allottee(s).

g) 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.

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

RESOLVED FURTHER THAT subject to any applicable statutory approval(s) or permission(s), if required, the aforesaid approval accorded by the members of the Company, shall not become infructuous in its entirety for the mere reason that if any of the above Proposed Allottee(s) is/are held either ineligible or disqualified or otherwise failed to comply with any of the statutory requirement including the terms of this approval by

members; and the Board/Committee(s) of the Board may, in the best interest of the Company, give effect to this resolution after eliminating the name(s) of such Proposed Allottee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/ Committee(s) of the Board and any authorized Key Managerial personnel by the Board in this behalf, be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s), filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions/difficulties that may arise in the proposed issue, of the said equity shares, including making an offer to the proposed allottee through private placement offer letter, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolution(s) be and are hereby approved, ratified and confirmed in all respects."

ITEM NO. 4: Approval of change of name of the Scheme from "Yash Team Stock Option Plan – 2021 to "Pakka Team Stock Option Plan - 2021

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

"RESOLVED THAT further to the approval of the members of the Company at an extraordinary general meeting held on May 06, 2022 and pursuant to the provisions of Section 62 (1) (b) and other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) ('the Act') read with applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SBEB Regulations') (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and in accordance with circulars / guidelines issued by Securities and Exchange Board of India ('SEBI'), the Memorandum of Association and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), applicable provisions of the Foreign Exchange Management Act, 1999 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and Master Directions issued by the Reserve Bank of India, from time to time as amended, and other applicable regulations, rules and circulars / clarifications/ notifications guidelines in force, as may have been issued and as may be issued from time to time under any applicable law and subject to any approval(s) of any regulatory/ statutory authorities (including but not limited to Government of India, Ministry of Finance, Ministry of Corporate Affairs, Department for Promotion of Industry and Internal Trade, SEBI, Reserve Bank of India and BSE Limited and National Stock Exchange of India Limited wherein the equity shares of the Company are listed) to the extent applicable and as may be required, and subject to any such term(s), consent(s), sanction(s), approval(s), condition(s) or modification(s), if any, as may be prescribed or imposed by such authorities while granting such approval(s) and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include the Nomination and Remuneration Committee ('NRC') constituted and designated by the Board to act as the 'Compensation Committee' under the SBEB Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution) and/ or such other persons as may be authorized in this regard by the Board and/or the NRC, the consent of the members of the Company be and is hereby accorded to change of name of the Scheme from "Yash Team Stock Option Plan – 2021" to "Pakka Team Stock Option Plan – 2021 and consequently the term "Yash Team Stock Option Plan – 2021" where ever appearing shall stand replaced by the term "Pakka Team Stock Option Plan – 2021".

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/ Committee(s) of the Board and any authorized Key Managerial personnel by the Board in this behalf, be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s), filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions/difficulties that may arise in the proposed change of name of the Scheme, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolution(s) be and are hereby approved, ratified and confirmed in all respects."

By Order of the Board of Directors,
for Pakka Limited



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

Place: Ayodhya
Date: 6th August, 2024

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular No. 3/2022 dated 5th May, 2022 read with General Circular No.14/2020 dated 8th April, 2020, General Circular No.17/2020 dated 13th April, 2020, General Circular No.22/2020 dated 15th June, 2020, General Circular No.33/2020 dated 28th September, 2020, General Circular No.39/2020 dated 31st December, 2020, General Circular No.10/2021 dated 23rd June, 2021, General Circular No.20/2021 dated 8th December, 2021 and General Circular No.11/2022 dated 28th December, 2022 (collectively referred to as **('MCA Circulars')**, the Company is being permitted for convening the Extra-ordinary General Meeting ("EGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with SEBI Circular dated 5th January, 2023, the EGM of the Members of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company situated at 312, Plaza Kalpana Society, 24/147, B-42, Birhana Road, Kanpur, Uttar Pradesh - 208001, India.

2. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the businesses with respect to Items No.1 to 4 forms part of this Notice. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard - 2 on General Meetings/issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment at this Extra-ordinary General Meeting ('Meeting' or 'EGM') is furnished as an Annexure to the Notice.

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

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

5. Dispatch of EGM Notice through Electronic Mode:

In compliance with the MCA Circulars and SEBI Circular, Notice of the EGM along with Annexures is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participants. Members may note that the EGM Notice will also be available on the Company's website www.pakka.com, websites of the Stock Exchange that is BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com, NSDL i.e. www.evoting.nsdl.com and on the website of Company's Registrar and Transfer Agent, Skyline Financial Services Private Limited ("Skyline") at www.skylinerta.com.

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

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

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

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

7. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through

remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to amitguptacs@gmail.com with a copy marked to investor@pakka.com.

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

8. Members seeking any information with regard to the matter to be placed at the EGM, are requested to write to the Company on or before Friday, 23rd August, 2024 to email ID investor@pakka.com. The same will be replied by the Company suitably.

9. The Members can join the EGM in the VC/ OAVM mode 15 minutes before and also after the scheduled time of the commencement of the EGM by following the procedure mentioned in this Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1,000 members on first-come-first-served basis. The large Shareholders (i.e., Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., are allowed to attend the EGM without restriction on account of first-come-first-served principle.

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

11. All documents referred to in the accompanying Notice shall be open for inspection by the Members by writing an e-mail to the Company investor@pakka.com.

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

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

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

i) Intimate to the DP, changes if any, in their registered addresses and/or changes in their Bank account details, if the shares are held in dematerialized form.

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

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

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

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

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

make, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

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

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

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

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

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

IV. Members of the Company, holding shares either in physical form or electronic form, as on the cut-off date of Friday, 23rd August, 2024, may cast their vote by remote e-Voting. The remote e-Voting period commences on Monday, 26th August, 2024 at 9 a.m. (IST) and ends on Wednesday, 28th August, 2024 at 5 p.m. (IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

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

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.

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

3. The Members can join the EGM/AGM 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/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Members (Members 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/AGM without restriction on account of first come first served basis.

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

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. 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 remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.

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

7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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

The remote e-voting period begins on Monday, 26th August, 2024 at 09:00 A.M. and ends on Wednesday, 28th August, 2024 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. Friday, 23rd August, 2024, 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 Friday, 23rd August, 2024.

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

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

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

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

IIn 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	Login Method
Individual Members holding securities in demat mode with NSDL.	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/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of Members	Login Method
Individual Members holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Members (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login Method	Helpdesk details
IIndividual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
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@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

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

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

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 user 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 www.evoting.nsdl.com.

b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on 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 GENERAL MEETING ON NSDL E-VOTING SYSTEM.

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

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

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

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

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

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

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

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

General Guidelines for Members

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send 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 "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 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 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 members holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual members holding securities in demat mode.

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

4. 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 required to update their mobile number and email ID correctly in their demat account in order to access 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. Member 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 Friday, 23rd August, 2024. 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 discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-Voting system for all those Members who are present during the 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. www.bseindia.com and 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: 6th August, 2024

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

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos.1 to 4 of the Notice dated 6th August, 2024:

ITEM NO. 1

The Board of Directors of the Company ('the Board') passed a resolution through circulation on 1st July, 2024, on the recommendation of the Nomination & Compensation Committee ('the Committee'), appointed Ms. Anna Kay Warrington as an Additional Director (Non-Executive & Independent) and recommended for the approval of the Members, the appointment of Ms. Anna Kay Warrington as an Independent Director of the Company, as set out in the Resolution. Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") provides that the listed entity shall ensure that approval of members for the appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received notices in writing from members under Section 160 of the Act proposing the candidature of Ms. Anna Kay Warrington for the office of Director of the Company.

Ms. Anna Kay Warrington, is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 ('the Act') and pursuant to Section 152 of the Act, has given her consent to act as a Director of the Company, and requisite Notice, pursuant to Section 160 of the Act, proposing her appointment as a Director of the Company has been received. Declaration has also been received from Ms. Anna Kay Warrington that she meets the criteria of independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 16 of the Listing Regulations.

Coming with extensive international exposure, Ms. Anna Kay Warrington is an accomplished sustainability advisor and program director for the Forum for the Future. Her academic background includes a BSc. Hons. in Business Administration from the University of Bath and an M.A. in Sustainable Business from the University of Leeds.

She began her career with British Airways, where she helped implement the world's first cross-border, multi-currency smart card payment system. Following this, she joined the Office of Government Commerce, where she advised on change management for UK central government departments. Her passion for sustainability led her to Fundación ACUDE in Argentina, where she facilitated community dialogue on afforestation.

In 2007, Ms. Anna Kay Warrington joined Forum for the Future in London as a Sustainability Advisor, progressively taking on more significant roles. By 2015, she became the Managing Director of Forum for the Future India Pvt Ltd. Her leadership here was instrumental in building a high-performing team and securing multi-year project funding in sustainable energy and regenerative agriculture areas. Anna directed strategic initiatives with major organizations, including Royal Enfield, Aditya Birla Group, and JSW, contributing to their sustainability efforts.

Ms. Anna Kay Warrington's expertise spans systems change, sustainability strategy, futures and foresight, and collaborative platform design. She has a solid track record in project management, team leadership, and strategic relationship management across various industries, including built environment, FMCG, and pharmaceuticals.

Beyond her professional achievements, Anna is passionate about ecological restoration and is an experienced dive master. She enjoys facilitating community engagement through creative media and participatory events, fostering a deep appreciation for sustainable practices.

Ms. Anna Kay Warrington possesses the appropriate skills, experience, knowledge and capabilities required for the role of an

Independent Director of the Company. She also possesses appropriate skills, expertise and competencies in the context of the Company's businesses, particularly in the areas of legal & compliance, corporate governance and industry knowledge. Considering Ms. Anna Kay Warrington's diverse experience, professional competence and extensive knowledge, her induction on the Board will be in the overall interest of the Company. Ms. Anna Kay Warrington's candidature is in conformity with the requirements of the Act and the Listing Regulations. Further, in the opinion of the Committee and the Board, Ms. Anna Kay Warrington fulfils the conditions specified in the Act & the Rules thereunder and the Listing Regulations for appointment as an Independent Director, and she is independent of the management of the Company.

Additional information in respect of Ms. Anna Kay Warrington, including her brief resume, nature of her expertise in specific function areas and name of companies in which she holds directorship and memberships / chairmanships of Board Committees, shareholding and relationship between directors inter-se pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, is placed in Annexure – A.

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

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

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

Ms. Anna Kay Warrington, and her relatives, are interested in this Special Resolution. None of the Directors and Key Managerial Personnel of the Company, or their relatives, is in any way, concerned or interested, financially or otherwise in this Special Resolution. Ms. Anna Kay Warrington is not related to any of the Directors or Key Managerial Personnel of the Company.

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

ITEM NO. 2 & 3

The Board of Directors of the Company, at its meeting held on 5th August, 2024, approved the raising of funds up to Rs. 244.80 crores by creating, issuing, offering and allotting to the extent of 54,00,000 (Fifty-Four Lakhs only) fully paid-up equity shares of face value of Rs. 10/- each at a premium of Rs. 262/- each at an issue price of Rs. 272/- per equity share (Rupees Two Hundred and Seventy-Two Only) and 36,00,000 (Thirty-Six Lakhs only) Fully convertible warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each ("Warrants") at a price of Rs. 272/- 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 12 (twelve) months, to proposed allottees, each being a part of the Non-Promoter category of the Company (referred to as the "Proposed Allottees"), by way of a preferential issue through private placement offer (the "Preferential Issue") to the "Proposed Allotees", who presently are not a promoter or member of the promoter group of the Company, by way of a preferential issue on a private placement basis ("Preferential Issue").

The Proposed Allottees 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 to be issued 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 Rs. 244.80 crores by way of issuance of up to 54,00,000 (Fifty-Four Lakhs) fully paid-up equity shares of Face Value of Rs. 10 each at a Security Premium of Rs. 262 each and 36,00,000 (Thirty-Six Lakhs) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each at a price of Rs. 272 each payable in cash, on a preferential basis to the Proposed Allottees 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 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, 2018 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.

(i) Objects of the preferential issue:

The Company is implementing the 'Jagriti Project' with a project cost of Rs. 675 crores, envisaging the expansion of the paper manufacturing plant by setting up a 1 no's of a new paper machine (i.e. PM-4) with the installed capacity of 100 TPD, increase in the installed capacity of one of the 3 existing paper machines (i.e. PM-3) from 70 TPD to 80 TPD, increase in the capacity of pulp mill from the current 135 TPD to 175 TPD and installation of a new 15 MW power plant in addition to the currently installed 6 MW and 2.5 MW plants at the factory at the Ayodhya Plant, in respect of which the implementation had already commenced from the internal accruals of the Company.

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

The Company intends to utilize the proceeds raised through the Preferential Issue to meet the above requirements, business expenses, to support the business plans of the Company and general corporate purposes. However, the funds to be used for general corporate purposes shall not exceed twenty-five percent of the funds to be raised through this preferential issue.

Accordingly, the entire proceeds of the preferential issue shall be utilized by the Board in furtherance of the above objective(s) only. However, 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. The Board is expected to utilize the proceeds within twelve months of the date of allotment. Till such a time the issue proceeds are fully utilized, the unutilized funds shall remain in a bank account in a scheduled bank.

If the Issue Proceeds are not utilized (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Utilization of 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, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow:

Sr. No.	Particulars	Total estimated amount to be utilised for each of the Objects* (Rs. In crore)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1	Investment in Jagriti Project	190.00	Within 12 months from receipt of funds for the Warrants (as set out herein)
2	Investment in Subsidiaries	30.00	
3	General Corporate Purposes	24.80	
	TOTAL	**244.80**	

*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 12 (twelve) 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 12 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 Rs. 100 Crore (Indian Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company will appoint 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.

(ii) Maximum number of specified securities to be issued:

The Company is proposing to issue up to 54,00,000 (Fifty-Four Lakhs only) equity shares and up to 36,00,000 (Thirty-Six Lakhs only) warrants to the Proposed Allottees in terms of Chapter V of SEBI ICDR Regulations, 2018. The details are given below:-

S. No.	Type of Instrument	Face Value (In Rs.)	Premium (In Rs.)	Issue Price (In Rs.)	Number	Total Value (In Rs.)
		A	B	C (A + B)	D	E (C * D)
1.	Equity	10	262	272	54,00,000	1,46,88,00,000
2.	Warrants	-	-	272	36,00,000	97,92,00,000
				GRAND TOTAL	**90,00,000**	**2,44,80,00,000**

(iii) The intent of the promoters, directors or key managerial personnel of the issuer and proposed allottee to subscribe to the offer:

None of the Directors, Promoters or Key Managerial Personnel intends to subscribe to any shares pursuant to this preferential issue of equity shares.

The Proposed Allottees would fall under the 'Non-Promoter' category. The said allottees propose to subscribe for 54,00,000 (Fifty-Four Lakhs only) equity shares and 36,00,000 (Thirty-Six Lakhs) Warrants. The requirement of the issue of shares on a preferential basis is necessitated to fulfil the objects as mentioned above.

(iv) The amount which the company intends to raise by way of preferential issue:

Aggregating up to Rs. 244.80 crores/- (Rupees Two Hundred Forty-Four Crores and Eighty Lakhs only). The consideration for the proposed issue shall be received in cash by way of a banking channel only.

(v) The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Issue of fully paid-up equity shares and fully convertible warrants is proposed to be made to the Proposed Allottees, who are belonging to the 'Non-Promoter' category.

(vi) The number of persons to whom allotment on a preferential basis has already been made during the year, in terms of number of securities as well as the price:

The Company has not made any preferential allotment during the current financial year 2024-25 till the date of this notice.

(vii) Issue Price and Relevant Date:

The Company intends to raise an amount up to Rs. 244.80/- crores (Rupees Two Hundred Forty-Four Crore Eighty Lakhs only) by issuing 54,00,000 (Fifty-Four Lakhs only) fully paid -up equity shares of face value of Rs. 10/- each of the Company to the "Proposed Allottees", at an issue price of Rs. 272/- (Rupees Two Hundred and Seventy-Two only) per equity share (which includes a premium of Rs. 262/- per share) and 36,00,000 (Thirty-Six Lakhs only) warrants at an issue price of Rs. 272/- (Rupees Two Hundred and Seventy-Two only). 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., 30th July 2024, Tuesday, 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) Regulation, 2018 (as amended) be fixed as Tuesday, 30th July, 2024 to consider the proposed preferential issue of Equity Shares and the conversion price for the conversion of warrants into Equity Shares in the said relevant date, i.e. Tuesday 30th July, 2024 as per SEBI (ICDR) Regulation, 2018.

A certificate is obtained from Amit Gupta & Associates, Company Secretaries confirming the minimum price for the preferential issue as per 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/investors_data/practicing-company-secretaries-certificate-on-minimum-pricing/

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/investors_data/valuation-report-issued-by-the-registered-valuer-on-pricing/

The Board has approved the issue price of Rs. 272/- (Rupees Two Hundred Seventy-Two 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.

(viii) Basis or justification for the price (including the premium, if any) has been arrived at: 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 Rs. 271.61 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. Rs. 271.61 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. Rs. 260.73 per equity share.

c) The floor price, determined in accordance with the provisions of the articles of association of the Company.

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 SBI Magnum Children's Benefit Fund - Investment Plan, Proposed Allottee, 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 https://pakka.com/investors_data/valuation-report-issued-by-the-registered-valuer-on-pricing/.

The Board has approved the issue price of Rs. 272/- (Rupees Two Hundred Seventy-Two 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 recomputation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees 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 Allottees.

(ix) Consequential changes in the voting rights and 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.

(x) 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 allottees, and the percentage of pre and post-preferential issue capital that may be held by them:

Name of Proposed Allottee	Identity of Natural Person who are the Ultimate Beneficial Owner	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)	Percentage of Post Issue Holdings[3]
SBI Magnum Children's Benefit Fund - Investment Plan	-	Mutual Fund	33,45,454	0	0	33,45,454	6.91%
SBI Optimal Equity Fund - Long Term	-	Alternative Investment Fund Category III	2,54,546	0	0	2,54,546	0.53%
Akshat Greentech Private Limited	Vivek Kailas	Body Corporate	1,25,000	0	0	1,25,000	0.26%
Elpro International Limited	Listed Company	Body Corporate	1,25,000	0	0	1,25,000	0.26%
Rmarm Holdings	Alisha Rafique Malik	AOP	1,00,000	0	0	1,00,000	0.21%
	Aziza Rafique Malik						
	Farah Malik Bhanji						
	Rafique Abdul Malik						
	Sabina Malik Hadi						
	Zarah Rafique Malik						
	Zia Malik Lalji						
Sushma Anand Jain	-	Individual	1,00,000	0	0	1,00,000	0.21%
Rameshchandra Vinaychand Shah	-	Individual	90,000	0	0	90,000	0.19%
Tibrewala Electronics Limited	Jyoti Prakash Tibrewala	Body Corporate	80,000	0	0	80,000	0.17%
	Manju Tibrewala						
	Vineet Tibrewala						
	Vishal Tibrewala						
Dhoot Industrial Finance Ltd	Listed company	Body Corporate	75,000	0	0	75,000	0.15%

Name of Proposed Allottee	Identity of Natural Person who are the Ultimate Beneficial Owner	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)	Percentage of Post Issue Holdings[3]
Eighty Four Investments Private Limited	Pankaj Udhav Keswani	Body Corporate	75,000	0	0	75,000	0.15%
	Vaijayanthi Keswani						
	Urvashi Keswani						
	Tanya Keswani						
	Tasha Keswani						
Minaxi H Kothari	-	Individual	75,000	0	0	75,000	0.15%
Nabs Vriddhii LLP	Bijay Kumar Agarwal	LLP	75,000	0	0	75,000	0.15%
	Niru Agarwal						
	Adrija Agarwal						
	Shivam Agarwal						
SKFF (India) Private Limited	Sudhir Anil Hirani	Body Corporate	60,000	0	0	60,000	0.12%
	Karan Sunil Hirani						
	Krish Sunil Hirani						
	Sulochana Anil Hirani						
Carnelian Asset Management LLP	Swati Vikas Khemani	LLP	50,000	1,550,000	0	1,600,000	3.30%
Amit Kumar Singh	-	Individual	50,000	0	0	50,000	0.10%
Apurva Mahesh Shah	-	Individual	50,000	0	0	50,000	0.10%
Ashit Mahesh Shah	-	Individual	50,000	0	0	50,000	0.10%
Ashok Ramnarayan Boob Huf	Karta - Ashok Ramnarayan Boob	HUF	50,000	0	0	50,000	0.10%
Bhawana Vohra	-	Individual	50,000	0	0	50,000	0.10%
G K Tobacco Industries Private Limited	Gopal Kishan Malini	Body Corporate	50,000	0	0	50,000	0.10%
	Umesh Malini						

Name of Proposed Allottee	Identity of Natural Person who are the Ultimate Beneficial Owner	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)	Percentage of Post Issue Holdings[3]
Navatris Investments	Desireddy Srinivasreddy Dtriveni Reddy	AOP	50,000	0	0	50,000	0.10%
Pawan Poddar	-	Individual	50,000	0	0	50,000	0.10%
Raj Kumar Taneja	-	Individual	50,000	0	0	50,000	0.10%
Rajasthan Patrika Private Limited	Nihar Kothari Siddharth Kothari Gulab Kothari Kalpana Kothari	Body Corporate	50,000	0	0	50,000	0.10%
Shahi Exports Private Limited	Harish Ahuja HPA Business Trust	Body Corporate	50,000	0	0	50,000	0.10%
Sumeet Kanwar	-	Individual	50,000	0	0	50,000	0.10%
Viansh Family Trust	Vikas Poddar	Trust	50,000	0	0	50,000	0.10%
Bijal Kishorchandra Madhani	-	Individual	40,000	0	0	40,000	0.08%
Sammys Dreamland Co Private Limited	Suresh G. Nanwani Maya S. Nanwani	Body Corporate	40,000	0	0	40,000	0.08%
Thermopads Private Limited	Nandkishore Gurkha Uma Gurkha Chetan Gurkha Nidhi Gurkha Medha Pateem	Body Corporate	40,000	0	0	40,000	0.08%
Carnelian Bharat Amritkaal Fund	Settlor - Vikas Vijaykumar Khemani*	Alternative Investment Fund Category III	0	2,050,000	0	2,050,000	4.23%
TOTAL EQUITY SHARES			**5,400,000**	**3,600,000**	**0**	**9,000,000**	**18.59%**

*In absence of UBO, the name of Senior Marketing Officials

It is also confirmed that:

a) The Company has obtained the details of ultimate beneficial owners of non-individual proposed allottees;
b) None of the above Proposed Allottee is acting in concert with any other Allottee(s);
c) The Company has obtained and verified the details of the Permanent Account Number (PAN) of each of the Proposed Allottee; and

(xi) Lock-in Period:

The pre-preferential allotment shareholding of the proposed allottees (if any) and the equity shares to be allotted on preferential basis, shall be subject to lock-in, in accordance with Regulation 167 of the SEBI ICDR Regulations, 2018.

(xii) The current and proposed status of the Proposed Allottee post preferential issue:

The Proposed Allottee(s) are under the 'Non-Promoter' category. There will be no change in the status of the Proposed Allottee(s) post the preferential issue.

(xiii) Shareholding pattern of the issuer before and after preferential issue:

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

Sl. No.	Category of Members	[4]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	36.57	14417131	29.77
	(2) Bodies Corporate	4303140	10.92	4303140	8.89
	Sub-total	18720271	47.49	18720271	38.66
	(b) Foreign				
	TOTAL (A)	**18720271**	**47.49**	**18720271**	**38.66**
B)	Non-Promoter's holding				
I	Institutions Investors				
	(1) Banks*	0	0.00	0	0.00
	(2) Mutual Funds	1000	0.00	3346454	6.91
	(3) Alternate Investment Funds	0	0.00	2304546	4.76
II	**Non-Institutions**				
	(1) Resident Individuals	17181617	43.58	17836617	36.84
	(2) Bodies Corporate	1275989	3.24	2045989	4.22
	(3) Directors and relatives^	0	0.00	0	0.00
	(4) Non Resident Indians (NRIs)	913484	2.32	913484	1.89
	(5) Hindu Undivided Family	622872	1.58	672872	1.39
	(6) Any other (including Trusts, Clearing members etc.)	704567	1.79	2579567	5.33
	TOTAL (B)	**20699529**	**52.51**	**29699529**	**61.34**
	Total (A+B)	**39419800**	**100.00**	**48419800**	**100.00**

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

[4] 2,51,700 shares allotted on June 27, 2024 and pending listing & Trading approval at BSE & NSE, have been included in the pre-preferential capital.

[5] Percentage of Post Preferential Issue is assuming full conversion of Warrants within 12 months from the date of allotment.

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

(xiv) 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.

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) or other concerned authorities.

In terms of SEBI ICDR Regulations, the said preferential warrants should be converted into equity shares within a period of 12 months from the date of passing of the special resolution mentioned here.

(xv) Material terms of raising such securities

The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below:

A. Tenure:

The Warrants shall be convertible into equity shares within a period of 12 (twelve) 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 Rs. 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 its statutory auditor with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169(4) of the SEBI ICDR Regulations from the Warrant holder and that 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.

(xvi) Practicing Company Secretaries' Certificate:

The certificate from Amit Gupta & Associates, Practicing Company Secretaries & Secretarial Auditors, Lucknow, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations, is available at the website of the Company at the following weblink: https://pakka.com/investors_data/practicing-company-secretaries-certificate-on-compliance-of-chapter-v-of-the-sebi-icdr-regulations/

(xvii) Compliances:

The Company has complied with the requirement 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.

(xviii) 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.

(xix) Holding of shares in demat form, non-disposal of shares by the Proposed Allottee and lock-in period of shares:

The entire pre-preferential allotment shareholding of such allottees, 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 Limited and National Stock Exchange of India Limited, the stock exchanges where the securities of the Company are listed. The shareholder who has sold their shares during the ninety trading days 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 Allottees.

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

(xx) SEBI Takeover code:

In accordance with the provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Proposed Allottee would not be under obligation to give an open offer to the public.

(xxi) 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.

The Board of Directors recommends the resolution(s) set out as the sole item of this Notice for the issue of equity shares, on a preferential basis, to the Proposed Allottee by way of special resolution(s).

(xxii) 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 Allottees 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.

(xxiii) Other disclosures

a) During the period from April 01, 2024 until the date of 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 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 is 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 valuation report of the registered valuer is not applicable as the allotment of equity shares under the Preferential Issue is for a cash consideration.

f) The Proposed Allottees 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 Allottees 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 No. 2 & 3 of this notice except and to the extent of their shareholding in the Company.

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 Allottees is being sought by way of a special resolution as set out in the said item no. 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 Item No. 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.

ITEM NO. 4:

The Members of the Company at their extraordinary general meeting held on 6th May 2022 accorded their approval to issue and allot 20,00,000 (Twenty Lakhs) Equity Shares of the Company Rs.10 (Rupees ten only) each in terms of 'Yash Team Stock Option Plan – 2021' ('TSOP') as per the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SBEB Regulations') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with circulars / guidelines issued by SEBI, so as to ensure commitment, attract and retain talent through ownership and financial motivation.

Pursuant to the approval of the Members at their extraordinary general meeting held on 5th July 2023, the name of the Company was changed from Yash Pakka Limited to Pakka Limited vide fresh Certificate of Incorporation issued on 6th July, 2023.

Accordingly, it is proposed to incorporate the said change in the name of the Company in the TSOP and change the name of the scheme from "Yash Team Stock Option Plan – 2021" to "Pakka Team Stock Option Plan – 2021".

The Board of Directors of the Company on the recommendation of the Nomination & remuneration Committee (Compensation Committee) has recommended for the aforesaid change of name in their meeting held on 5th August, 2024.

The Board of Directors believes that the proposed change in the name of the Scheme is necessary to remove ambiguity and is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 4 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: 6th August, 2024

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

Sr. No.	Name of Proposed Allottee	Permanent Account Number
Sr. No.	Particulars	Ms. Anna Kay Warrington
1.	Category / Designation	Additional Director
2.	Director Identification Number (DIN)	07377732
3.	Age	43 years
4.	Date of Birth	07-07-1981
5.	Original Date of Appointment	01-07-2024
6.	Qualifications	MA Sustainable Business
7.	Occupation	Service / Motivational Speaker / Consultant
8.	Chairmanship / Membership of Committees in other Companies*	NIL
9.	Number of Equity Shares held in the Company	NIL
10.	Number of Equity Shares held in the Company for any other person on a beneficial basis	NIL
11.	Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	NIL
12.	Terms and conditions of appointment or re-appointment	Appointed for 5 Years
13.	Remuneration last draw (in FY 2023-24), if applicable	N.A.
14.	Remuneration proposed to be paid	As per terms & conditions as contained in the resolution along with explanatory statement.
15.	Number of Meetings of the Board attended during the year	NIL
16.	Justification for choosing the appointees for appointment / re-appointment as Independent Director	Considering her extensive knowledge and experiences, it would be in the best interest of the Company.
17.	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Ms. Anna Kay Warrington is qualified in M.A. in Sustainable Business.
18.	Category / Designation	Independent Director (Non-Executive).

By Order of the Board of Directors,
for Pakka Limited



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

Place: Ayodhya
Date: 6th August, 2024