



To,

Date: 18.07.2025

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 001. BSE Scrip Code: 532521	National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No.CI1, G-Block, 13andra-Kurla Complex, Bandra (E), Mumbai 400 051. NSE Scrip Code: PALREDTEC
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Dear Sir/ Madam,

Sub: Submission of 26th AGM notice which is dispatched to shareholders of the Company-reg.

In terms of Regulations of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 as amended we are forwarding the notice of 26th Annual General Meeting of the Company, which is being dispatched to our Shareholders on 18th July, 2025. The 26th Annual General Meeting of the company is scheduled to be held on Saturday, the 9th day of August, 2025 through Video Conferencing (“VC”) /other Audio Visual Means.

Please find the enclosed the Notice of the 26th AGM for fiscal year 2025. Same will be made available on the company’s website, at www.palred.com

This is for the information and records of the Exchange, please.

Thanking you.

Yours faithfully,

For Palred Technologies Limited




Shrutu Mangesh Rege
CS & Compliance Officer

PALRED TECHNOLOGIES LIMITED

CIN: L72200TG1999PLC033131

Regd. Office: H.No. 8-2-703/2/B, Plot.No.2 Road.No.12, Banjara Hills, Hyderabad, Telangana- 500034.

Tele: +9140 67138810|Website:www.palred.com



PALRED
TECHNOLOGIES



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Annual Report | 2024-25

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mrs. Palem Supriya Reddy	-	Chairperson & Managing Director (DIN: 00055870)
Ms. Stuthi Reddy	-	Non-Executive Director (DIN: 07072774)
Mr. Srikar Reddy	-	Non- Executive Director (DIN: 00001401)
Ms. Aakanksha	-	Independent Director (DIN: 08792778)
Mr. Harmendra Gandhi	-	Independent Director (DIN: 03599975)
Mr. Ravichandran Rajagopal	-	Independent Director (DIN: 00110930)
Mr. P. Harish Naidu	-	Chief Financial Officer (COAPP1465C)
Ms. Shruti Mangesh Rege	-	Company Secretary (ANJPD2148L)

REGISTERED OFFICE

Palred Technologies Limited
Plot No. 2, 8-2-703/2/B, Road No.12,
Banjara Hills, Hyderabad- 500034,
Telangana, India.

CIN: L72200TG1999PLC033131

STATUTORY AUDITORS

M/s. MSKC & Associates
Chartered Accountants
1101/B, Manjeera Trinity Corporate,
JNTU - Hitech City Road, Kukatpally,
Hyderabad - 500 072.

INTERNAL AUDITOR

M/s. Seshachalam & Co,
"Wall Street Plaza", 1-11-256, St. No. 1
Begumpet, Hyderabad - 500 016.
Telangana, India.

SECRETARIAL AUDITOR

Mr. Vivek Surana
Practicing Company Secretary
Plot No. 8-2-603/23/3 & 8-2-603/23, 15,
2nd Floor, HSR Summit, Banjara Hills,
Road No. 10, Hyderabad,
Telangana - 500 034.

BANKERS

Axis Bank Limited
Kotak Mahindra Bank Limited
ICICI Bank Limited
Citi Bank

AUDIT COMMITTEE:

Mr. Harmendra Gandhi	-	Chairman
Mr. Ravichandran Rajgopal	-	Member
Mr. Srikar Reddy	-	Member
Ms. Aakanksha	-	Member

NOMINATION & REMUNERATION COMMITTEE:

Mr. Harmendra Gandhi	-	Chairman
Mr. Ravichandran Rajgopal	-	Member
Ms. Aakanksha	-	Member
Mrs. P. Supriya Reddy	-	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE:

Ms. Aakanksha	-	Chairperson
Mr. Harmendra Gandhi	-	Member
Mr. P. Supriya Reddy	-	Member

RISK MANAGEMENT COMMITTEE:

Mr. P. Supriya Reddy	-	Chairperson
Mr. Harmendra Gandhi	-	Member
Mr. Ravichandran Rajgopal	-	Member
Ms. Stuthi Reddy	-	Member

REGISTRAR & SHARE TRANSFER

AGENTS:

M/s. KFin Technologies Limited
Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad - 500 032.
Phone: 040-67162222,040-67161526
Website: www.kfintech.com
Email- einward.ris@karvy.com

LISTED AT:

National Stock Exchange of India Limited
Bombay Stock Exchange Limited

DEMAT ISIN NUMBER IN NSDL& CDSL:

INE218G01033

WEBSITE:

www.palred.com

INVESTOR E-MAIL ID:

company@palred.com

CHAIRMAN'S MESSAGE

Palred Technologies: Bridging the Gap between Technology & People

Dear Valued Shareholders,

It is my privilege to present to you the 26th Annual Report of Palred Technologies Limited for the financial year 2024–25.

The last two years have been among the most testing periods in our journey. After several years of consistent growth and market leadership—especially through our brand pTron—we have experienced the brunt of an evolving consumer electronics landscape, marked by increased competition, margin pressures, and a notable slowdown in discretionary consumer spending.

Despite these external challenges, I remain confident that the structural changes we have implemented in FY 2023–24 and 2024–25 are laying the foundation for a more resilient and focused organization.

Building Operational Strength

During FY 2024–25, we continued our strategic investment in domestic manufacturing, with over 80% of our products now being assembled in-house at our facility in Nacharam, Hyderabad. This shift has helped us improve product quality, gain greater control over supply chains, and manage costs more efficiently.

While we saw degrowth in core categories like TWS (True Wireless Stereo) and Smart Wearables, we were encouraged by the steady performance of our Power Banks and Bluetooth Speakers. These utility-driven categories showed resilience and helped us stabilize parts of the portfolio.

We also took deliberate steps to optimize our product mix, reduce underperforming SKUs, and focus on value over volume. In a highly price-sensitive market, our goal is to build sustainability—not just scale.

Channel Innovation and Consumer Access

A bright spot during the year was our successful foray into quick commerce platforms like Instamart and Zepto. These channels have redefined how consumers discover and buy tech accessories, and we are excited about their long-term potential. At the same time, we continued to maintain strong positions on leading marketplaces such as Amazon and Flipkart.

Looking Ahead with Realism and Resolve

We acknowledge that FY 2024–25, like the year before, did not meet our financial expectations. However, these years have been transformational in forcing us to rethink our execution models, sharpen our strategic priorities, and build greater internal discipline.

Our focus in the coming year will be on:

- Driving profitability through tighter operational controls
- Reinvigorating underperforming categories with innovation-led offerings
- Scaling quick commerce and high-efficiency retail models
- Enhancing customer experience and retention across platforms

Gratitude and Commitment

None of this would be possible without the unwavering support of our employees, who continued to demonstrate passion and perseverance even in difficult times. I also thank our vendors, platform partners, and distributors for their collaboration and belief in our brand vision.

To our shareholders, I offer my sincere appreciation for your trust, patience, and confidence in our long-term strategy. While the past two years have been tough, I truly believe we are emerging leaner, smarter, and better prepared for sustainable success.

With commitment, innovation, and discipline, we will rebuild momentum and move forward—together.

Thank you,

Palem Supriya Reddy

Chairperson & Managing Director

NOTICE

Notice is hereby given that the 26th Annual General Meeting of members of M/s. Palred Technologies Limited will be held on Saturday, the 9th day of August, 2025 at 11.30 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon.
2. To appoint a director in place of Mr. Srikar Reddy (DIN: 00001401), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of M/s Vivek Surana & Associates, Company Secretary's as Secretarial Auditor of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or reenactment(s) thereof for the time being in force and based on the recommendation of the Audit Committee and the Board of Directors, the consent of the Members be and is hereby accorded for the appointment of M/s. Vivek Surana & Associates, Practicing Company Secretaries (Firm Unique Code: S2014TL278800 & Peer Review Certificate No. 1809/2022) as the Secretarial Auditor of the Company for a term of five (5) consecutive financial years, from financial year 2025-26 to financial year 2029-30, at such remuneration (plus applicable taxes and out of pocket expenses at actuals) and on such terms and conditions as may be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

4. Appointment of Mr. Harmendra Gandhi (DIN: 03599975) as an Independent Director 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, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("Rules"), and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, as amended from time to time, and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as "the Board," which term shall be deemed to include any Committee constituted or to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), Mr. Harmendra Gandhi, who was appointed as an Additional Director of the Company in the Independent category at the Board meeting held on 12.05.2025 and who holds office up to the date of the ensuing Annual General Meeting or within three months from the date of his appointment, whichever is earlier, and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013 and the rules made thereunder, be and is hereby appointed as an Independent Director of the Company for a term of five (5) years with effect from 13.05.2025 to 12.05.2030, and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

5. Appointment of Mr. Ravichandran Rajgopal (DIN: 00110930) as an Independent Director 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, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("Rules"), and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, as amended from time to time, and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as "the Board," which term shall be deemed to include any Committee constituted or to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), Mr. Ravichandran Rajgopal, who was appointed as an Additional Director of the Company in the Independent category at the Board meeting held on 12.05.2025 and who holds office up to the date of the ensuing Annual General Meeting or within three months from the date of his appointment, whichever is

earlier, and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013 and the rules made thereunder, be and is hereby appointed as an Independent Director of the Company for a term of five (5) years with effect from 13.05.2025 to 12.05.2030, and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

6. Re Appointment of Mrs. Aakanksha Sachin Dubey (DIN: 08792778) as an Independent Director 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, 152, and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as well as Regulations 17, 25, and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members be and is hereby accorded to the re-appointment of Mrs. Aakanksha Sachin Dubey (DIN: 08792778), who holds office as an Independent Director up to June 24, 2025, and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years from June 25, 2025, to June 24, 2030."

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

7. To approve material related party transaction to be entered with Palred Electronics Private Limited, subsidiary 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 Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company,

approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/ continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Palred Electronics Private Limited, a related party pursuant to Section 2(76) of the Act and Regulation 2(1) (zb) of the SEBI Listing Regulations, during financial year 2025-26, for an aggregate value not exceeding Rs.100 crores, on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis."

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

For and on behalf of the Board of Directors
For Palred Technologies Limited
Sd/-

Place: Hyderabad
Date: 28.05.2025

P. Supriya Reddy
Chairperson & Managing Director
(DIN: 00055870)

NOTES

1. In view of the continuing Covid-19 pandemic and consequential restrictions imposed on the movements of people, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 02/2021 dated January 13, 2021 read with Circular No. 20/2020 dated May 05, 2020 in conjunction with Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, Circular No. 03/2022 dated 05.05.2022, Circular No. 09/2023 dated September 25, 2023, Circular No. 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, circular no. SEBI/ HO/ CFD/ PoD-2/P/ CIR/ 2023/ 4 dated January 5, 2023 and Circular No. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024. Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the MCA Circulars granted certain relaxations and thus permitted the holding of Annual General Meeting ("AGM") of the companies through VC/OAVM viz. without the physical presence of the Members at a common venue. Hence in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA / SEBI Circulars, as applicable, the AGM of the Company is being held through VC / OAVM (e-AGM).
2. The Deemed Venue of the 26th AGM of the Company shall be its Registered Office.
3. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL"), as the authorized agency for conducting the AGM and providing remote e-Voting and e-Voting facility for/during the AGM of the Company. The instructions for participation by Members are given in the subsequent notes.
4. Since the AGM will be held through VC, the Route Map is not annexed to this Notice. The registered office of the Company shall be deemed to be the venue for the AGM.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum of the AGM under Section 103 of the Act.
6. Compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 as aforesaid, Notice of the AGM along with the Annual Report (viz. Financial Statement) for Financial Year 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/R&T Agent. Members may note that the Notice and Annual Report for Financial Year 2024-25 will also be available on the Company's website www.palred.com, 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 on the website of R&T Agent of the Company viz. KFin at <https://kfintech.com>.
Alternatively, Member may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy, DP ID (in case of electronic mode shares), folio No (in case of physical mode shares) via e-mail at the Email Id – einward.ris@kfintech.com for obtaining the Annual Report and Notice of e-AGM of the Company electronically.
7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
8. The facility of joining the e-AGM through VC / OAVM will be opened 15 minutes before and will remain open upto 15 minutes after the scheduled start time of the e-AGM, and will be available for 1000 members on a first-come first-served basis. This rule would however not apply to participation in respect of large Shareholders (Shareholders holding 2% or more shares of the Company), Promoters, Institutional Investors, Auditors, Key Managerial Personnel and the Directors of the Company including Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.
9. The Register of Members and Share Transfer Books of the Company will remain closed from 03.08.2025 to 09.08.2025 (both days inclusive) for the purpose of AGM.
10. Mr. Vivek Surana, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the remote e-Voting/e-Voting process in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman, or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the AGM of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM. The result will also be displayed on the website of the Company at www.bseindia.com, www.nseindia.com (where the Company is listed) and www.evotingindia.com (agency providing e-Voting facility).
11. Members of the Company under the category of Institutional/ Corporate Shareholders are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorize their representatives to participate and vote are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email at cspalredtec@gmail.com and the same should also be uploaded on the VC portal / e-Voting portal of CDSL.
12. Members who have not yet registered their e-mail addresses are requested to register the same with their DP in case the shares are held by them in demat mode and with RTA in case the shares are held by them in physical mode.
13. To register e-mail address for all future correspondence and update the bank account details, please follow the below process:
 - a. Members holding shares in Demat mode can get their details registered/updated only by contacting their respective DP.

- b. Members holding shares in physical mode may register their email address and mobile number with the RTA by sending an e-mail request to the email ID einward.ris@kfintech.com along with signed scanned copy of the request letter providing the email address and mobile number, self-attested copy of Permanent Account Number Card ("PAN") and copy of a share certificate for registering their email address. Additional details like name and branch of Bank along with bank account type, bank account number, 9-digit MICR code, 11-digit IFSC code and scanned copy of cancelled cheque will be required for updating bank account details.
14. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in demat mode are, therefore, requested to submit their PAN to their DP. Members holding shares in physical mode are required to submit their PAN details to the RTA.
15. As per the provisions of Section 72 of the Companies Act, 2013 ("the Act"), the facility for submitting nomination is available for Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same with their DP in case the shares are held by them in demat mode, and to the RTA, in case the shares are held in physical mode.
16. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM:
- A. VOTING THROUGH ELECTRONIC MEANS
- i. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and applicable circulars, the Members are provided with the facility to cast their vote electronically (through remote e-Voting as well as the e-Voting system on the date of the AGM), through the e-Voting services provided by CDSL, on all the resolutions set forth in this Notice.
- ii. The remote e-Voting period commences on Wednesday, the 06th day of August, 2025 (9.00 A.M. IST) and ends on Friday, the 8th day of August, 2025 (5.00 P.M. IST). During this period, Members holding shares either in physical mode or in demat mode, as on Saturday, the 2nd day of August, 2025 i.e. cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter. A person who is not a Member as on the Cut-off date should treat Notice of this Meeting for information purposes only.
- iii. The Members who have cast their vote by remote e-Voting prior to the AGM may attend/ participate in the AGM through VC but shall not be entitled to cast their vote again.
- iv. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e., 02.08.2025
- v. Any person or non-individual Shareholders (in physical mode/ demat mode) who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow the steps mentioned below.
- vi. Login method for e-Voting and voting during the meeting for Individual Shareholders holding securities in demat mode.
- In terms of the SEBI circular dated December 9, 2020 on the e-Voting facility provided by listed companies and as part of increasing the efficiency of the voting process, e-Voting process has been enabled to all individual Shareholders holding securities in demat mode to vote through their demat account maintained with depositories / websites of depositories / depository participants. Shareholders 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 Shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>a. Users who have opted for Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>b. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider ("ESP") i.e. CDSL, for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all ESP i.e. CDSL/NSDL/KFin, so that the user can visit the ESP website directly.</p> <p>c. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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. CDSL where the e-Voting is in progress.</p>
Individual Shareholders holding securities in Demat mode with NSDL	<p>a. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com.</p> <p>b. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</p> <p>c. 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- CDSL and you will be re-directed to the CDSL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>d. If the user is 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.</p> <p>e. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>f. A new screen will open. You will have to enter your User ID (i.e. your 16 digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>g. 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- CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in Demat mode) login through their Depository Participants	<p>d. You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>e. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>f. Click on Company name or e-Voting service provider name -CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders 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 022- 23058738 and 22-23058542-43..
Individual Shareholders holding securities in Demat mode with NSDL	facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

vii. **Login method for e-Voting and voting during the meeting for Shareholders holding securities in physical mode and Shareholders other than Individual Shareholders holding securities in demat mode.**

- a) The shareholders should log on to the e-voting website www.evotingindia.com.
- b) Click on Shareholders tab/ module.
- c) Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,

- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Members holding shares in Physical Form should enter Folio Number registered with the Company.

d) Next enter the Image Verification as displayed and Click on Login.

e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

f) If you are a first time user follow the steps given below:

Login type	For Shareholders holding securities in physical mode and Shareholders other than Individual Shareholders holding securities in demat mode.
PAN	Enter your 10-digit alpha-numeric "PAN" issued by Income Tax Department. Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by RTA or contact RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

g) After entering these details appropriately, click on "SUBMIT" tab.

h) Shareholders holding shares in physical mode will then directly reach the Company selection screen. However, Shareholders holding shares in Demat mode will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat account holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

j) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

k) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

m) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

o) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

p) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

q) If a Demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot password and enter the details as prompted by the system.

r) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote e-Voting only.**

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney ("POA") which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual Shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz: ssrfcs@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

B. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC AND E-VOTING DURING THE AGM:

- i. The procedure for attending AGM and e-Voting on the day of AGM is same as the instructions mentioned above for e-Voting.
- ii. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- iii. The facility for joining the AGM shall open 15 minutes before the scheduled time for commencement of the AGM.
- iv. The link for VC to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-Voting.
- v. Shareholders who have voted through remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- vi. Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.
- vii. Further Shareholders will be required to allow Camera (in case of speakers) and use Internet with a good speed to avoid any disturbance during the AGM.
- viii. 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.
- ix. Members (holding shares as on Cut-off date) who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request, on or before Saturday, August 2, 2025, from their registered e-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at company@palred.com. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- x. Only those Shareholders, who are present in the AGM through VC 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 available during the AGM.

- xi. If any Votes are cast by the Shareholders through the e-Voting available during the AGM and if the same Shareholders have not participated in the meeting through VC facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the Shareholders attending the AGM.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

17. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Act and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act, shall be available for inspection during the AGM at e-Voting portal.
18. Statement pursuant to Section 102(1) of the Act, in respect of the Special Business to be transacted at the AGM along with details pursuant to SEBI Regulations and other applicable laws are annexed hereto. All documents referred to in the accompanying Notice and the Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to company@palred.com.
19. The term 'Members' or 'Shareholders' has been used to denote Shareholders of Palred Technologies Limited.
20. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.Palred.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the National Stock Exchange of India Limited and BSE Limited.

For and on behalf of the Board of Directors
For Palred Technologies Limited
Sd/-

Place: Hyderabad
Date: 28.05.2025

P. Supriya Reddy
Chairperson & Managing Director
(DIN: 00055870)

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

Item No: 3 Appointment of M/s Vivek Surana & Associates, Practicing Company Secretaries, as Secretarial Auditor of the Company

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on May 12, 2025 have approved and recommended the appointment of M/s. Vivek Surana & Associates, Practicing Company Secretaries (Firm Unique Code: S2014TL278800 & Peer Review Certificate No. 1809/2022) as Secretarial Auditors of the Company for a term of upto 5 (Five) consecutive years to hold office from Financial Year 2025-26 to Financial Year 2029-30.

The Audit Committee and the Board of Directors considered the following factors in recommending the appointment of M/s. Vivek Surana & Associates, as Secretarial Auditors of the Company:

- a. background of the firm, their experience and competence in conducting secretarial audit of the Company; and
- b. ability of the firm to understand the business of the Company and identify compliance of major laws and regulations applicable to the Company
- c. the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI LODR Regulations with regard to the secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.

Accordingly, Members are requested to confirm the appointment of M/s. Vivek Surana & Associates, Practicing Company Secretary, as Secretarial Auditors of the Company, to conduct the Secretarial Audit for a period of 5(five) consecutive years i.e. FY 2025-26 to FY 2029-30.

The Board recommends an ordinary resolution set out at item no. 3 of the accompanying notice for approval of Members

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

Item No. 4: Appointment of Mr. Harmendra Gandhi (DIN: 03599975) as an Independent Director of the Company.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 12, 2025 appointed Mr. Harmendra Gandhi as an Additional Director who shall hold office up to the date of the ensuing Annual General Meeting or within three months from her appointment, whichever is earlier, pursuant to the provisions of Section 161 of the Act and rules made thereunder and the Articles of Association of the Company.

The Nomination and Remuneration Committee (NRC), taking into consideration the skills, expertise, and competencies

required for the Board in the context of the Company's business and sectors, and based on the performance evaluation, concluded and recommended to the Board that Mr. Harmendra Gandhi qualifications and extensive experience meet the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mr. Harmendra Gandhi continues to possess the identified core skills, expertise, and competencies fundamental for effective functioning in his role as an Independent Director of the Company.

The Company has received a declaration from Mr. Harmendra Gandhi confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In terms of Regulation 25(8) of the Listing Regulations, Mr. Harmendra Gandhi has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated, which could impair or impact his ability to discharge his duties. Mr. Harmendra Gandhi has confirmed that he is not debarred from holding the office of Director of the Company by virtue of any SEBI order or any other such authority.

Further, Mr. Harmendra Gandhi is not disqualified from being appointed as a Director under Section 164 of the Act and has given his consent to act as a Director. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA). Mr. Harmendra Gandhi has also passed the online proficiency self-assessment test conducted by the IICA.

Accordingly, it is proposed to appoint Mr. Harmendra Gandhi as an Independent Director of the Company, who shall not be liable to retire by rotation. The Board recommends a Special Resolution set out at item no. 4 of the accompanying notice for approval of Members

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

Item No. 5: Appointment of Mr. Ravichandran Rajgopal (DIN: 00110930) as an Independent Director of the Company

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 12, 2025 appointed Mr. Ravichandran Rajgopal as an Additional Director who shall hold office up to the date of the ensuing Annual General Meeting or within three months from his appointment, whichever is earlier, pursuant to the provisions of Section 161 of the Act and rules made thereunder and the Articles of Association of the Company.

The Nomination and Remuneration Committee (NRC), taking into consideration the skills, expertise, and competencies required for the Board in the context of the Company's business and sectors, and based on the performance evaluation, concluded and recommended to the Board that Mr. Ravichandran Rajgopal qualifications and extensive experience meet the skills and capabilities required for the role of Independent Director of the

Company. The Board is of the opinion that Mr. Ravichandran Rajgopal continues to possess the identified core skills, expertise, and competencies fundamental for effective functioning in his role as an Independent Director of the Company.

The Company has received a declaration from Mr. Ravichandran Rajgopal confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In terms of Regulation 25(8) of the Listing Regulations, Mr. Ravichandran Rajgopal has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated, which could impair or impact his ability to discharge his duties. Mr. Ravichandran Rajgopal has confirmed that he is not debarred from holding the office of Director of the Company by virtue of any SEBI order or any other such authority.

Further, Mr. Ravichandran Rajgopal is not disqualified from being appointed as a Director under Section 164 of the Act and has given his consent to act as a Director. He has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA). Mr. Harmendra Gandhi has also passed the online proficiency self-assessment test conducted by the IICA.

Accordingly, it is proposed to appoint Mr. Ravichandran Rajgopal as an Independent Director of the Company, who shall not be liable to retire by rotation. The Board recommends a Special Resolution set out at item number 5 of the accompanying notice for approval of Members

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

Item No. 6: Re appointment of Mrs. Aakanksha Sachin Dubey (DIN: 08792778) as an Independent Director of the Company

Mrs. Aakanksha Sachin Dubey was appointed as an independent director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Appointment Rules") by the Board, with effective form June 25, 2020, to hold office up to June 24, 2025. The members at the AGM held on October 10, 2020 had approved the same. He is due for retirement from the first term as an independent director on June 24, 2025.

The Nomination and Remuneration Committee (NRC), after taking into account the performance evaluation of Aakanksha Sachin Dubey during her first term of 5 (five) years and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board his reappointment for a second term of 5 (five) years. The NRC has considered his diverse skills, leadership capabilities, expertise in governance, finance, risk management, tax & regulatory advisory, business reorganization, and vast business experience, among others, as being key requirements for this role.

In view of the above, the NRC and the Board are of the view that Aakanksha Sachin Dubey possesses the requisite skills and capabilities, which would be of immense benefit to the Company,

and hence, it is desirable to reappoint him as an independent director. Based on the recommendation of the NRC, the Board, recommended the reappointment of Aakanksha Sachin Dubey as an independent director, not liable to retire by rotation, for a second term of 5 (five) years effective June 25, 2025, to June 24, 2030 (both days inclusive). As per Section 149 of the Act, an independent director may hold office for two terms up to 5 (five) consecutive years each.

Aakanksha Sachin Dubey fulfils the requirements of an independent director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the LODR Regulations. The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing the reappointment of Aakanksha Sachin Dubey for the office of Independent Director under the provisions of Section 149 of the Act. The Company has received all statutory disclosures / declarations from Aakanksha Sachin Dubey, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

In the opinion of the Board and based on its evaluation, Aakanksha Sachin Dubey fulfils the conditions specified in the Act, and Rules made there under and LODR Regulations for his reappointment as an independent director of the Company and he is independent of the Management of the Company. The Board considers that the continued association of Aakanksha Sachin Dubey would be of immense benefit to the Company and is desirable to continue to avail his services as an independent director. The resolution seeks the approval of members for the reappointment of Aakanksha Sachin Dubey as an independent director of the Company, for a second term of 5 (five) years effective June 25, 2025, to June 24, 2030, (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made there under including any statutory modification (s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

Accordingly, it is proposed to appoint Mrs. Aakanksha Sachin Dubey as an Independent Director of the Company, who shall not be liable to retire by rotation. The Board commends the Special Resolution set out in Item No. 6 of the accompanying Notice for approval of the Members.

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

Item No. 7: To approve material related party transaction to be entered with Palred Electronics Private Limited, subsidiary company:

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no Company shall enter into transactions with a Related Party except with the prior consent of the Board and Members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis. The proposed transactions with the related parties as mentioned in the resolution are at arm's length and in the ordinary course of business of the Company.

However, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all material transactions with related

parties required prior approval of the members of the Company through ordinary resolution. Material Related Party Transaction means any transaction entered either individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company, as per the last Audited Financial Statements of the Company, The last Annual Audited Consolidated Turnover of Palred Technologies Limited for the financial year 2024-25 was 8566.56 Lakhs and 10% of the Annual Consolidated Turnover is

Rs.856.65 Lakhs. The Audit Committee and Board of Directors of the Company have approved the following proposed Related Party Transactions with Palred Electronics Private Limited, subject to the approval of the members, which was placed before them at its respective meetings held on 28th May, 2025. Further, the said transactions qualify as Material Related Party Transactions under the SEBI Listing Regulations, 2015 and accordingly, the members' approval is sought for the same.

Details of the existing as well as new material related party transactions with, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows:

S. No.	Particulars of the Information	Information provided by the management	Comments of the Audit Committee
A. Details of the related party and transactions with the related party			
A(1). Basic details of the related party			
1.	Name of the related party	M/s. Palred Electronics Private Limited	
2.	Country of incorporation of the related party	India	
3.	Nature of business of the related party	In the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere.	
A(2). Relationship and ownership of the related party			
4.	Relationship between the listed entity/subsidiary and the related party.	Palred Technologies Limited holds 78.17% of the Equity Share Capital of Palred Electronics Private Limited	
5.	Shareholding or contribution % or profit & loss sharing % of the listed entity whether direct or indirect, in the related party.	Palred Technologies Limited holds 78.17% of the Equity Share Capital of Palred Electronics Private Limited	
6.	Shareholding of the related party, whether direct or indirect, in the listed entity	NA	
A(3). Financial performance of the related party (Rs. in lakhs)			
7.	Standalone turnover of the related party for each of the last three financial years:	For FY 2024-25 - 8587.29 For FY 2023-24 - 11,736.41 For FY 2022-23 - 14,864.95	
8.	Standalone net worth of the related party for each of the last three financial years:	For FY 2024-25 - (496.15) For FY 2023-24 - 621.65 For FY 2022-23 - 1335.15	
9.	Standalone net profits / (loss) of the related party for each of the last three financial years:	For FY 2024-25 - (1116.90) For FY 2023-24 - (711.04) For FY 2022-23 - (194.23)	
A(4). Details of previous transactions with the related party			
10.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years.	For F.Y. 2024-25- 4750.00 For F.Y. 2023-24- 4750.00 For F.Y. 2022-23- 4290.57	
11.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	4750 Rs. in lakhs for FY 2024-25	
12.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Yes	

13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	Not Applicable	
A(5). Amount of the proposed transactions (All types of transactions taken together)			
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	Rs.100.00 /- crores To provide a loan and / or corporate guarantee or provide security to an extent of Rs. 100 crores in connection with any Loan taken / to be taken / availed / to be availed by M/s. Palred Electronics Private Limited for an aggregate value of up to Rs.100.00 Crores (Rupees One Hundred Crores Only) in different tranches from time to time.	
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes	
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Consolidated Turnover of the Company (PTL) as per audited financials for the year ended 31.03.2025 is Rs. 85.66 crores and the proposed transaction value i.e., Rs. 100.00 Crores, constitutes 116.74% of the above said turnover.	
17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable	
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	116.74%	
B. Details for specific transactions			
B(1). Basic details of the proposed transaction			
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Investment and / or providing loan and/or corporate guarantee or any security in connection with any Loan taken / to be taken / availed / to be availed by M/s. Palred technologies for an aggregate value up to Rs.100.00 Crores (Rupees One Hundred Crores Only).	
2.	Details of the proposed transaction	provide a loan and / or corporate guarantee or provide security in connection with any Loan taken / to be taken / availed / to be availed by M/s. Palred Electronics Private Limited for an aggregate value of up to Rs.100.00 Crores (Rupees One Hundred Crores Only) in different tranches from time to time.	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	5 years from the date of this Annual General Meeting (in one or more tranches).	
4.	Indicative date / timeline for undertaking the transaction	Within 5 years from the date of passing of the resolution in the general body meeting.	
5.	Whether omnibus approval is being sought?	No	
6.	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	Loan and / or corporate guarantee or provide security in connection with any Loan taken / to be taken / availed / to be availed by M/s. Palred Electronics Private Limited for an aggregate value of up to Rs.100.00 Crores (Rupees One Hundred Crores Only) in different tranches from time to time.	

7.	Whether the RPTs proposed to be entered into are: i. not prejudicial to the interest of public shareholders, and ii. going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Certificate from the CEO or CFO or any other KMP of the listed entity and also from all promoter directors of the listed entity will be placed at the meeting	
8.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	Palred Electronics Private Limited is a material subsidiary Company of Palred Technologies Limited and have been able to supply consistent quality at competitive price in line with the Company's supply schedules which is critical for the Company to gain and strengthen the share in the global consumer market. The proposed Transactions shall be carried out on arm's length basis and be consistent with the interests of the Company as well as the stakeholders.	
9.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mrs. Palem Supriya Reddy, C& MD of Palred Technologies Limited is a promoter of Palred Electronics Private Limited and Ms. Stuthi Reddy, promoters and Director of Palred Technologies Limited is a Director of M/s. Palred Electronics Private Limited. Mr. Srikar Reddy, Director of the listed entity is a relative of Mrs. Palem Supriya Reddy and ms. Stuthi Reddy. None of the abovementioned persons hold more than 2% of total shareholding in the related Party i.e. Palred Electronics Private Limited.	
10.	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. a. Name of the director / KMP/ partner b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity.	Mrs. Palem Supriya Reddy, C& MD of Palred Technologies Limited is a promoter of Palred Electronics Private Limited and Ms. Stuthi Reddy, promoters and Director of Palred Technologies Limited is a Director of M/s. Palred Electronics Private Limited. Details of shareholding in the listed Entity i.e. Palred Technologies Limited (more than 2%): a. Mrs. Palem Supriya Reddy- 16,02,261 equity shares (13.10 % of total shareholding) b. Ms. Stuthi Reddy- 10,00,00v0 equity shares (8.17% of total Shareholding)	
11.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	
12.	Other information relevant for decision making.	All important information forms part of the Statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	
Additional details for proposed transactions relating to any guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary			
13.	Rationale for giving guarantee, surety, indemnity or comfort letter	Palred Electronics Private Limited is a material subsidiary Company of Palred Technologies Limited and have been able to supply consistent quality at competitive price in line with the Company's supply schedules which is critical for the Company to gain and strengthen the share in the global consumer market. The proposed Transactions shall be carried out on arm's length basis and be consistent with the interests of the Company as well as the stakeholders	
14.	Material covenants of the proposed transaction including (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked	No indebtedness is incurred at present.	

The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity, or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	100 crores	
Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party	Not Applicable	
Details of solvency status and going concern status of the related party during the last three financial years:	For FY 2024-25 - Turnover- Rs. 8587.29 Lakhs Loss- Rs. 1117.80 Lakhs For FY 2023-24 - Turnover- 11736.41 Lakhs Loss- Rs. 713.50 Lakhs For FY 2022-23 - Rs. 14,864.95 Lakhs Loss- Rs. 194.23 Lakhs	
Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	For FY 2024-25 – Nil For FY 2023-24 - Nil For FY 2022-23 - Nil	

Minimum information to be provided to the shareholders for consideration of RPTs

- a. **Information as placed before the Audit Committee in the format as specified in Para 4 of these Standards, to the extent applicable.** Yes, provided the Audit Committee but Point no. B(2) B(3) B(4) B(6) B(7) to B(8) of table forming part of Clause 4 of the Standards is not applicable.
- b. **The Audit Committee can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity from disclosures to shareholders. Further, the Audit Committee shall certify that, in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision-making.** Not Applicable
- c. **Justification as to why the proposed transaction is in the interest of the listed entity.**
Palred Electronics Private Limited is a material subsidiary Company of Palred Technologies Limited and have been able to supply consistent quality at competitive price in line with the Company’s supply schedules which is critical for the Company to gain and strengthen the share in the global consumer market. The proposed Transactions shall be carried out on arm’s length basis and be consistent with the interests of the Company as well as the stakeholders.
- d. **Statement of assessment by the Audit Committee that relevant disclosures for decision-making were placed before them, and they have determined that the promoter(s) will not benefit from the RPT at the expense of public shareholders**
Audit Committee has reviewed the relevant disclosures on Material Related Party Transaction and observed that the promoter(s) will not benefit from the RPT at the expense of public shareholders.
- e. **Disclose the fact that the Audit Committee had reviewed the certificate provided by the CEO or CFO or any other KMP as well as the certificate provided by the promoter directors of the Listed Entity.**
Certificates as prescribed were placed before the Audit Committee and the Committee had considered and reviewed the same.
- f. **Copy of the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT:** In this case valuation report is not required. All the Transactions with Palred Electronics Private Limited are in the Ordinary Course of Company’s business and are at Arm’s Length basis.
- g. **In case of sale, purchase, or supply of goods or services or the sale, lease, or disposal of assets of a subsidiary, unit, division or undertaking of the listed entity, the review terms and conditions of bids etc.:** Not Applicable
- h. **Comments of the Board/ Audit Committee of the listed entity, if any:** Audit Committee and Board approved the same.
- i. **Any other information that may be relevant:** All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

The material related party transactions as set out in Item No. 7 of this Notice have been unanimously approved by the Independent Directors on the Audit Committee.

Basis the consideration and approval of the Audit Committee, the Board recommends the Ordinary Resolution as set out in Item No.7 of this Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above, are concerned or interested in the respective resolutions.

The Members may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the Resolutions as set out in Item No. 7.

Details of Directors seeking appointment at the Extra Ordinary General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	Mr. Harmendra Gandhi	Mr. Ravichandran Rajgopal	Mrs. Aakanksha Sachin Dubey
DIN	03599975	00110930	08792778
Date of Birth	15/10/1968	10/07/1962	09/03/1992
Date of first appointment	NA	NA	25/06/2020
Board Meetings attended during the year	NA	NA	4
Brief Resume, Qualification and Experience	Mr. Harmendra Gandhi has over 30 years of experience in corporate restructuring, equity research, and investment advisory across diverse sectors. He has served as a Lead Equity Analyst for the Technology and Mid-cap sectors at global financial institutions such as Lehman Brothers and Nomura Securities. In addition, he has held key roles in IT services companies, including IBM, in both the USA and India. Mr. Gandhi holds an MBA from the Indian Institute of Management (IIM), Bangalore, and B. Tech from the Indian Institute of Technology (IIT), Kanpur.	Mr. Ravichandran Rajagopal holds a Post Graduate Diploma in Management (PGDM) from the Indian Institute of Management (IIM), Calcutta, and a Bachelor's degree in Engineering from Madras University. He brings with him extensive experience in leadership and strategic roles across various industries. He currently serves as a Whole-time Director on the Board of Anjani Foods Limited and is also an Independent Director on the Boards of Andhra Cements Limited and Sagar Cements Limited.	A commerce graduate from St. Francis College for Women, Hyderabad is a Company Secretary by Profession qualified in the year 2016 from the Institute of Company Secretaries of India (ICSI). After qualifying, she has worked as a Company Secretary of listed companies for two years (2016 - 2018) prior to venturing into her own Practice in the year 2018. She has a reasonable experience and knowledge of secretarial compliances including SEBI regulations and provisions of the Company Law applicable to listed and unlisted companies. From the time of entering into practice she has a varied experience not only on providing consultation to the companies on secretarial matters but has also assisted / completed / been a part of executing process of SME listing, revocation of a listed company under suspension on stock exchange, buy-back of shares in unlisted companies, fast track mergers and mergers through NCLT route, preferential allotment of shares and warrants in listed and unlisted companies. She is also pursuing Bachelors in Law in order to enhance her professional skills.
Expertise in specific functional area	Corporate Restructuring, Equity research, and Investment Advisory	Leadership roles and Management Services	Secretarial & Legal
Terms and conditions of appointment	Appointment as Non-Executive Director (Independent) w.e.f. 13.05.2025 for a period of 5 years	Appointment as Non-Executive Director (Independent) w.e.f. 13.05.2025 for a period of 5 years	Re Appointment as Non-Executive Director (Independent) w.e.f. 24.06.2025 for a period of 5 years
Remuneration drawn, if any	Not Applicable	Not Applicable	Not Applicable

Relationships between Directors inter se	Except Mr. Harmendra Gandhi, Independent Director being his relative, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise.	Except Mr. Ravichandran Rajagopal, Independent Director being his relative, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise.	Except Mrs. Aakanksha Sachin Dubey, Independent Director being his relative, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise.
Name of the Listed entities in which the person also holds the directorship and the membership of the committees of the Board along with the Listed entities from which the person has resigned in the past three years*	NIL		1. SAMSRITA LABS LIMITED 2. VINTAGE COFFEE AND BEVERAGES LIMITED 3. EYANTRA VENTURES LIMITED
Number of shares held in the Company	Mr. Harmendra Gandhi is not holding any equity shares of the Company as on date.	Mr. Ravichandran Rajagopal is not holding any equity shares of the Company as on date.	Mrs. Aakanksha Sachin Dubey is not holding any equity shares of the Company as on date.
Directorships held in other companies (excluding Foreign Companies)	Paripakv Educational Foundation	1.Senta Foodwork Private Limited 2. PH4 Food & Beverages Private Limited 3. Vishnu Foundation Technology Business Incubator 4. Vishnu Venture Labs Foundation	1. BANDARAM PHARMA PACKTECH LIMITED 2. OXYGENTA PHARMACEUTICAL LIMITED
Memberships/ Chairpersonships of committees of other companies	NIL	10	NIL

For and on behalf of the Board of
Palred Technologies Limited

Sd/-

P. Supriya Reddy

Chairperson & Managing Director

(DIN: 00055870)

Place: Hyderabad

Date: 28.05.2025