



**Date:** 16<sup>th</sup> May, 2026

To,  
Listing Department,  
National Stock Exchange of India Limited,  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E)  
Mumbai – 400051

**Scrip Symbol:** PARTH

**Subject:** Notice of Extra-Ordinary General Meeting

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find attached herewith Notice of Extra-Ordinary General Meeting (“EGM”) of the company to be held on Saturday, June 06, 2026 at 5:00 (p.m.) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

The Schedule of EGM is set out below:

1.	Date/Time of EGM	Saturday, June 06, 2026 at 5:00 p.m. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).
2.	E-voting Cut-off dates	Saturday, May 30, 2026
3.	Commencement of E-voting	Wednesday, June 3, 2026
4.	Closure of E-voting	Friday, June 5, 2026

In this connection, we enclose the Notice of the Extra-Ordinary General Meeting (“EGM”) of the Company for placing on the website of the Exchanges. The same is available on the website of the Company at <https://parthelectricals.in/>

This is for your information and record.

Thanking you,

Yours faithfully,

For Parth Electricals & Engineering Limited

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Vaishali Patel  
Company Secretary

**Date:** 16<sup>th</sup> May, 2026

**Place:** Vadodara

Encl.: a/a



## NOTICE OF EXTRA-ORDINARY GENERAL MEETING ("EGM")

Notice is hereby given that Extra-Ordinary General Meeting ("EGM") of the members of Parth Electricals & Engineering Limited ("Company"/"Parth") will be held on Saturday, June 06, 2026 at 5:00 p.m. IST through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact the following Business:

### SPECIAL BUSINESS:

- 1. TO CONSIDER AND APPROVE THE PREFERENTIAL ISSUE OF WARRANTS BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS TO PERSONS BELONGING TO THE PROMOTER CATEGORY**

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

**"RESOLVED THAT** pursuant to the provisions of section 23, 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), Foreign Exchange Management Act, 1999, as amended, ("FEMA"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended ("SEBI SAST Regulations"), and subject to other applicable rules, regulations, and guidelines of Securities and Exchange Board of India ("SEBI") and/or the National Stock Exchange of India Limited ("NSE"/"Stock Exchanges"), where the equity shares of the Company are listed, and applicable and enabling provisions of the Memorandum and Article of Association of the Company and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs ("MCA"), the SEBI, the Reserve Bank of India ("RBI") or any other statutory or regulatory authority (hereinafter collectively referred to as "applicable laws"), in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to requisite approvals, consents, permission and/or sanctions from the SEBI, Stock Exchanges and any other concerned authorities to the extent applicable and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permission, and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise certain powers including the powers conferred by this resolution), the consent and approval of the members of the Company be and are hereby accorded to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with Chapter V of the SEBI ICDR Regulations, upto 1,00,000 (One Lakh) fully convertible equity warrants of the company (hereinafter referred to as "Warrants") at an exercise price of ₹344 (Rupees Three Hundred and Forty Four only) per underlying equity share of the face value of ₹10/- (Rupees Ten only) (including a premium of ₹334 (Rupees Three Hundred and Thirty Four Only) per Warrant not being less than the price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, each convertible into 1 (One) Equity Share of face value of ₹10/- (Rupees Ten only) each ("Equity Shares"), aggregating upto ₹3,44,00,000/- (Rupees Three Crores and Forty Four Lakhs Only) for cash, to following entity ("Proposed Warrant Allottee") as given in the below table on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI ICDR Regulations.



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S. No.	Name of the Proposed Warrant Allottee	Type of Proposed Warrant Allottee	Category of Proposed Warrant Allottee	Maximum no. of warrants to be offered	Consideration (in ₹.)
1.	Jigneshkumar Gordhanbhai Patel PAN: AIUPP1386L	Individual	Promoter	1,00,000	3,44,00,000
<b>Total</b>				<b>1,00,000</b>	<b>₹3,44,00,000</b>

**RESOLVED FURTHER THAT** the Relevant Date, as per the SEBI ICDR Regulations, for the determination of the issue price of the Warrants is taken to be Thursday, May 07, 2026 (“**Relevant date**”), being the date which is 30 days prior to the date of EGM i.e Saturday, June 06, 2026.

**RESOLVED FURTHER THAT** aforesaid issue of Warrants shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI ICDR Regulations including the following terms:

1. The Proposed Allottee of the Warrants shall, on or before the date of allotment of the Warrants, pay an amount equivalent to ₹86,00,000 (Rupees Eighty-Six Lakhs Only) which is 25% (twenty-five percent) of the price fixed per Warrant in terms of the SEBI ICDR Regulations. The balance of the Issue Price shall be payable by the Proposed Allottee at the time of allotment of equity shares pursuant to exercising of the right attached to the Warrants to subscribe to Equity Share.
2. The consideration for allotment of Warrants and/or Equity Shares arising out of the exercise of such Warrants shall be paid to the Company from the Bank account of the Proposed Warrant Allottee.
3. the Warrants shall be issued and allotted by the Company only in Dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said Warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange and/or Regulatory Authorities etc.
4. the Warrants shall be convertible into Equity Shares, in one or more tranches, within a period of 18 months from the date of allotment.
5. in case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.
6. the Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
7. upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to the exercise of the Warrants is completed within 15 days from the date of such exercise by the Proposed Allottee of such warrants.
8. the resulting Equity Shares shall rank pari-passu with the existing fully paid-up Equity Shares of the Company including dividend and voting Rights etc.
9. the resulting Equity Shares will be listed and traded on the Stock Exchanges, where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the



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case may be Warrants shall not be listed.

10. the entire pre-preferential allotment equity shareholding of the Proposed Allottee, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
11. the Warrants and Equity Shares issued and allotted pursuant to the option attached to the Warrants shall be subject to lock-in for such period as provided under the provisions of Chapter V of the SEBI ICDR Regulations.
12. 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 the SEBI ICDR Regulations except to the extent and in the manner permitted there under.
13. the Warrants by itself until converted into Equity Shares, does not give to the Warrant holder any rights (including any dividend or voting rights) in the Company in respect of such underlying Equity Shares.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable law, the Board be and is hereby authorized to record the name and details of the Proposed Warrant Allottee in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Warrant Allottee inviting them to subscribe to the Warrants in accordance with the provisions of the Act.

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

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to appoint such professionals and/or intermediaries, including external advisers, experts, legal advisers, managers, etc., to assist the Company, if required for the said preferential issue and finalize the terms and conditions of their appointment and sign and execute necessary letters, deeds, documents and agreements as may be required.

**RESOLVED FURTHER THAT** the Board be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may, in their absolute discretion, deem necessary or desirable for the purpose of giving effect to this resolution, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Warrant Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Warrants, making applications to the Stock Exchanges for obtaining in-principle approval, listing of shares, filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities, filing of requisite documents with the depositories, resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of the Warrants, and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/ Chief Financial Officer/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing securities be and are hereby approved, ratified and confirmed in all respects."



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## 2. TO CONSIDER AND APPROVE THE PREFERENTIAL ISSUE OF EQUITY SHARES BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS TO PERSONS BELONGING TO NON-PROMOTER CATEGORY

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

“**RESOLVED THAT** in accordance with the provisions of Section 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any amendments, modifications and/ or re-enactments thereof for the time being in force) (“**the Act**”) and subject to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, (“**SEBI ICDR Regulations**”), Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended (“**SEBI LODR Regulations**”), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (“**SEBI SAST Regulations**”), Foreign Exchange Management Act, 1999, as amended, (“**FEMA**”) and other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“**SEBI**”) and/or National Stock Exchange of India Limited (“**NSE/“Stock Exchange**”), where the equity shares of the Company are listed, applicable provisions of the Memorandum and Articles of Association of the Company and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs (“**MCA**”), the SEBI, the Reserve Bank of India (“**RBI**”) or any other statutory or regulatory authority (hereinafter collectively referred to as “**applicable laws**”), in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to the approvals, consents, permissions and sanctions of the SEBI, Stock Exchange and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and sanctions (hereinafter collectively referred to as “**necessary approvals**”), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee of Directors duly constituted or to be constituted to exercise powers conferred on the Board by this resolution), the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with Chapter V of the SEBI ICDR Regulations, up-to 3,00,000 (Three Lakh) equity shares of face value of ₹10/- (Rupees Ten only) each (“**Equity Shares**”) at an issue price of ₹344 (Rupees Three Hundred and Forty Four Only) per underlying Equity Share which includes a premium of ₹334 (Rupees Three Hundred and Thirty Four only) per Equity Share not being less than the price as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, aggregating up-to ₹10,32,00,000 (Rupees Ten Crores and Thirty Two Lakhs Only), for cash, to following persons (“**Proposed Allottees**”) as given in the below table on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI ICDR Regulations:

Sr. No.	Name of the proposed allottees	Type of the proposed allottees	Category of the proposed allottees	Proposed number of Equity Shares to be allotted	Issue Price (₹)	Indicative Amount (₹)
1.	Sunil Murlimanohar Kabra PAN: AEUPK1746B	Non-Promoter (Public) Category	Individual	1,50,000	344	5,16,00,000
2.	Prakash Diwan PAN: AGKPD2836M	Non-Promoter (Public) Category	Individual	1,50,000	344	5,16,00,000
				<b>3,00,000</b>		<b>10,32,00,000</b>



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**RESOLVED FURTHER THAT** the Relevant Date, as per the SEBI ICDR Regulations, as amended up to date, for the determination of issue price of Equity Shares is taken to be **Thursday, May 07, 2026** (“Relevant Date”) being the date which is 30 days before the date of Extraordinary General Meeting (“EGM”) i.e., **Saturday, June 06, 2026**.

**RESOLVED FURTHER THAT** aforesaid issue of Equity Shares shall be subject to the conditions prescribed under the Act and the SEBI ICDR Regulations including the following:

1. An amount equivalent to 100% of the total consideration for the Equity Shares will be payable at the time of subscription to the Equity Shares, as prescribed under Regulation 169 of the SEBI (ICDR) Regulations.
2. The price of the Equity Shares shall be determined in accordance with Regulation 164 of the SEBI ICDR Regulations, and shall be subject to adjustment, if any, as permitted under the Applicable Laws.
3. The consideration for allotment of relevant Equity Shares shall be paid to the Company from the Bank account of the Proposed Allottees only.
4. The Equity Shares shall be issued and allotted by the Company only in Dematerialized form within a period of 15 days from the date of passing a Special Resolution by the Members, provided that where the issue and allotment of said Equity Shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange and/or Regulatory Authorities etc.
5. The entire pre-preferential equity shareholding of the Proposed Allottees, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
6. The Equity Shares to be offered/issued and allotted under the preferential issue shall be subject to lock-in for such period as provided under the provisions of Chapter V of SEBI ICDR Regulations.
7. The Equity Shares to be allotted shall be in dematerialized form only.
8. The Equity Shares will be listed and traded on the Stock Exchange, where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
9. The Equity Shares proposed to be issued shall rank pari passu with the existing Equity Shares of the Company in all respects including as to the dividend declared and voting rights.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees inviting them to subscribe to the Equity Shares in accordance with the provisions of the Act.

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

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to appoint such professionals and/or intermediaries, including external advisers, experts, legal advisers, managers, etc., to assist the Company, if required for the said preferential issue and finalize the terms and conditions of their appointment and sign and execute necessary letters, deeds, documents and agreements as may be required.



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**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may, in their absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares; making applications to the Stock Exchange for obtaining in-principle approval; listing of shares; filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities; filing of requisite documents with the depositories; resolve and settle any questions and difficulties that may arise in the preferential offer; issue and allotment of the Equity Shares; and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Board of the Company, and that the Board shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/ Chief Financial Officer/ Company Secretary/ any Officer(s) of the Company to give effect to this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing securities be and are hereby approved, ratified and confirmed in all respects.

**Registered Office:**  
301, Riddhi-Siddhi Elanza, Near Dominos,  
Subhanpura, Vadodara – 390023, Gujarat,  
India

By Order of the Board of Directors,  
For Parth Electricals & Engineering Limited

Date: May 14, 2026  
Place: Vadodara

Sd/-  
Vaishali Patel  
Company Secretary s Compliance Officer



# Parth Electricals & Engineering Limited

CIN No.: L32202 GJ 2007 PLC 050751

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## Notes:

1. The Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, read with the subsequent circulars issued from time-to-time, the latest one being General Circular No. 03/2025 dated September 22, 2025, ("MCA Circulars") read with the applicable Securities and Exchange Board of India ("SEBI") Circulars issued from time to time prescribing the procedures and manner of conducting the Extra-Ordinary General Meeting ("EGM") through VC/OAVM. In terms of the said circulars, Extra-Ordinary General Meeting ("EGM") of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the EGM through VC/ OAVM only.
2. An Explanatory Statement pursuant to Section 102 of the Act in respect of the special business of the Notice is annexed hereto.
3. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Act, members who are holding shares of the Company in physical mode, if any, are required to register their email addresses, so as to enable the Company to send all notices/reports/ documents/intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register/ update their email addresses with their Depository Participant(s).
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the MCA, the facility to appoint proxy to attend and cast vote for the Members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"), as revised with effect from April 01, 2024, read with Clarification/Guidance on applicability of Secretarial Standards 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
7. Pursuant to the provisions of Section 113 of the Act, Body Corporates/Institutional/Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company, on [cs@parthelectricals.in](mailto:cs@parthelectricals.in) from their registered Email ID a scanned copy (PDF/ JPG format) of certified copy of the Board Resolution/ Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
8. The Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
9. In terms of SEBI Listing Regulations, relevant MCA Circulars and the SEBI Circulars, the Notice of the EGM is being sent only through electronic mode to those members whose email addresses are registered with the Company/Registrar Share Transfer Agent ("RTA") Depository Participant ("DPs").
10. Member may note that the Notice calling the EGM will also be available on the website of the Company at [www.parthelectricals.in](http://www.parthelectricals.in), websites of the Stock Exchange i.e. National Stock Exchange of India Limited at



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[www.nseindia.com](http://www.nseindia.com) respectively and on the website of KFIN Technologies Limited (agency for providing the Remote e-Voting facility) at [evoting.kfintech.com](http://evoting.kfintech.com).

11. All documents referred to in the EGM Notice will be available for inspection in electronic mode.
12. Process and manner for Members opting for voting through electronic means:
  - i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Kfin Technologies Limited ("KFin"), as the Authorised e-Voting agency for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by Members using remote e-voting as well as e-voting system on the date of the EGM will be provided by Kfin.
  - ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Saturday, May 30, 2026, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
  - iii. A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. Saturday, May 30, 2026 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.
  - iv. The remote e-voting will commence on Wednesday, June 3, 2026, at 9.00 a.m. and will end on Friday, June 5, 2026 at 5.00 p.m. During this period, the Members of the Company holding shares as on the Cut-off date i.e. Saturday, May 30, 2026 may cast their vote electronically. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by Kfin thereafter.
  - v. Once the vote on a resolution is casted by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
  - vi. 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. Saturday, May 30, 2026.
  - vii. The Company has appointed Mr. Ranjit Singh of M/s. Ranjit & Associates, Practising Company Secretaries, to act as the Scrutinizer for remote e-voting as well as the e-voting on the date of the EGM, in a fair and transparent manner.
  - viii. The Scrutinizer shall after the conclusion of voting at the EGM, will first count the votes cast at 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 of the conclusion of the EGM, a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forth with.
  - ix. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company <https://parthelectricals.in> and on the website of KFin the results shall simultaneously be communicated to the NSE.

**THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**



# Parth Electricals & Engineering Limited

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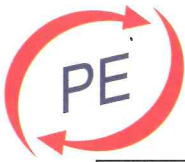
(Formerly know as Parth Electricals & Engineering Pvt. Ltd.)

In terms of SEBI circular dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts to access e-Voting facility.

## A. Voting Before EGM

### I. Login method for Individual shareholders holding securities in Demat mode is given below:





<p>Individual shareholders holding securities in Demat mode with National Securities Depository Limited (“NSDL”)</p>	<ol style="list-style-type: none"><li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2. <b>Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</b></li><li>3. Visit the e-services website of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile.</li><li>4. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password.</li><li>5. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.</li><li>6. Click on company name i.e. ‘Parth Electricals &amp; Engineering Limited’ or ESP i.e. KFin.</li><li>7. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period.</li><li>8. <b>Those not registered under IDeAS:</b></li><li>9. Visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> for registering.</li><li>10. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>11. Visit the e-voting website of NSDL <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>.</li><li>12. 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.</li><li>13. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.</li><li>14. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</li><li>15. Click on company name i.e Parth Electricals &amp; Engineering Limited or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.</li></ol>
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# Parth Electricals & Engineering Limited

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	<p>16. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>     <b>Google Play</b></p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited (“CDSL”)</p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in Demat mode) login through their depository participants</p>	<p>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>Once 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. Click on Company Name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>



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**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 type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at <b>022 – 48867000</b>
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 <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 1800 225533

## II. Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- i. Initial password is provided in the body of the e-mail.
- ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- iii. Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the correct details, click on LOGIN.
- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e. 9712
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at [ranjit11cs@gmail.com](mailto:ranjit11cs@gmail.com) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BFL\_EVENT No.'
- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).



# Parth Electricals & Engineering Limited

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## B. Voting at e-EGM

- i. Only those members/shareholders, who will be present in the e-EGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote.
- ii. Members who have voted through remote e-voting will still be eligible to attend the e-EGM.
- iii. Members attending the e-EGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- iv. Voting at e-EGM will be available at the end of the e-EGM and shall be kept open for 15 minutes. Members viewing the e-EGM, shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen. Members will be required to use the credentials, to login on the e-Meeting webpage, and click on the 'Thumbs-up' icon against the unit to vote.

## A. Instructions for members for attending the e-EGM

- i. Members will be able to attend the e-EGM through VC/OAVM or view the live webcast of e-EGM provided by KFin at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and by clicking on the tab "video conference". The link for e-EGM will be available in members login, where the EVENT and the name of the Company can be selected.
- ii. Members are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for seamless experience.
- iii. Further, members registered as speakers will be required to allow camera during e-EGM and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.
- iv. Members may join the meeting using headphones for better sound clarity.
- v. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- vi. Members, who would like to express their views or ask questions during the e-EGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab 'Speaker Registration' during the period starting from 3rd June, 2026 (9:00 a.m) up to 4th June, 2026 (5:00 p.m). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-EGM. Only questions of the members holding shares as on the cut-off date will be considered.
- vii. A video guide assisting the members attending e-EGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com/>, under the "How It Works" tab placed on top of the page.
- viii. Members who need technical assistance before or during the e-EGM can contact KFin at [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or Helpline: 1800 309 4001.

## Contact Details:

<b>Company</b>	<b>PARTH ELECTRICALS &amp; ENGINEERING LIMITED</b> Regd. Office: 301, Riddhi-Siddhi Elanza, Near Dominos, Subhanpura, Vadodara – 390023, Gujarat, India CIN: L32202GJ2007PLC050751 Email ID: <a href="mailto:cs@parthelectricals.in">cs@parthelectricals.in</a>
<b>Registrar and Transfer Agent</b>	<b>Kfin Technologies Limited</b> Registered Office: Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032 Toll-free Nos.: 1800-309-4001 Email: <a href="mailto:mohan.a@kfintech.com">mohan.a@kfintech.com</a> Website: <a href="https://www.kfintech.com/">https://www.kfintech.com/</a>



# Parth Electricals & Engineering Limited

CIN No.: L32202 GJ 2007 PLC 050751

(Formerly known as Parth Electricals & Engineering Pvt. Ltd.)

e-Voting Agency	<b>Kfin Technologies Limited</b> <b>Registered Office:</b> Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032 <b>Toll-free Nos.:</b> 1800-309-4001 <b>Email:</b> <a href="https://evoting.kfintech.com/">https://evoting.kfintech.com/</a> <b>Website:</b> <a href="https://www.kfintech.com/">https://www.kfintech.com/</a>
Scrutinizer	<b>M/s. Ranjit &amp; Associates</b> , Practicing Company Secretaries, Membership No: F12564 COP No.: 23646 Address: C-203, Ved Residency-II, Waghodia Road, Vadodara- 390 019 (M) +91 9033909685

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT AND REGULATION 163(1) OF SEBI ICDR REGULATIONS

The following Explanatory Statement sets out the relevant information as required by Section 102(1) of the Companies Act, 2013 read with rules framed thereunder and Regulation 163(1) of SEBI (ICDR) Regulations, in respect of items given in the Notice that require approval of the Members.

### ITEM NO. 1 and 2

The Board of Directors of the Company at their meeting held on Thursday, May 14, 2026, considered and approved the proposal of raising funds by way of the preferential issue of

- warrants each convertible into a fully paid-up equity share and
- equity shares

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:

#### **1. Particulars of the Offer including details of Board Resolution passed:**

The Board of Directors of the Company (“**Board**”) at its meeting held on May 14, 2026, subject to the approval of the Members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, approved to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with the provisions of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 (“**the Act**”) and Rules made there under and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, (“**SEBI ICDR Regulations**”), of the following securities to the proposed allottee (“**Proposed Allottees**”):

- Upto an aggregate of 1,00,000 (One Lakh) numbers of Fully Convertible Equity Warrants (“**Warrants**”), convertible into equivalent nos. of Equity Shares (i.e. one fully paid up Equity Share upon conversion of every one Warrant held) of a face value of ₹10/- (Rupees Ten only) each of the Company, at an exercise price of ₹344 (Three Hundred and Forty Four Only) (including a premium of ₹334 (Rupees Three Hundred and Thirty Four Only) per Warrant in accordance with the provisions of Chapter V of SEBI ICDR Regulations and
- Upto 3,00,000 (Three Lakhs) equity shares (“**Equity Shares**”), at an issue price of ₹344 (Rupees Three Hundred and Forty Four Only) (including a premium of ₹334 (Three Hundred and Thirty Four Only)) per Equity Share of the face value of ₹10/- each which is higher than the price as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations.



The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI ICDR Regulations are set out below:

## 2. The Object of the Preferential Issue:

Our Company intends to utilize the proceeds raised through the Preferential Issue (“Issue Proceeds”) towards funding the following objects:

1. Working capital requirement: The Company plans to utilise a part of the issue proceeds to meet its working capital requirements arising out of expansion of the increase in business
2. General Corporate Purposes: Up to 25% (twenty-five percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, meeting ongoing general corporate exigencies, contingencies and expenses of the Company as applicable and to repay certain high-cost unsecured debt in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws.  
(Collectively, referred to herein as the “Objects”)

The objects and objects incidental or ancillary to the main objects as stated in the Memorandum of Association enable us to undertake (i) our existing activities; (ii) the activities for which the funds are being raised through Preferential Issue and (iii) activities for which funds are being earmarked towards general corporate purposes.

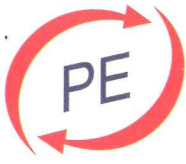
### Utilization of Issue Proceeds and proposed schedule of implementation and deployment of Issue Proceeds:

Given that the part of 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 herein below:

Sr No	Particulars	Total estimated amount to be utilised for each of the Objects*# (₹ in lakhs)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1.	Working capital requirements	1355	Within 1 year from receipt of funds including receipt of the funds for the Warrants (as set out herein)
2.	General Corporate Purposes	21	Within 1 year from receipt of funds including receipt of the funds for the Warrants (as set out herein).
<b>Total</b>		<b>1376</b>	

\*The amount utilized for general corporate purpose shall not exceed 25% of the Gross Proceeds.  
#considering 100% conversion of Warrants into Equity Shares within the stipulated time.

Since the Preferential Issue also includes Convertible Warrants, the Issue Proceeds shall be received by the Company within a period of 18 (eighteen) months from the date of allotment of such Warrants, in accordance with the provisions of Chapter V of the SEBI ICDR Regulations. Based on the estimates of our management, the entire Issue Proceeds are proposed to be deployed towards the Objects of the Issue, in phases, depending upon the Company’s business requirements and availability of Issue Proceeds. It is currently expected that such utilisation will be completed within a period of 12 (twelve)



months from the date of receipt of funds in respect of the Equity Shares and/or Convertible Warrants, as applicable.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised 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.

Till such time the issue proceeds are fully utilized, the Company shall keep the same in bank deposits and/or mutual funds and/or other short term funds deposits in scheduled commercial banks or any other investment as permitted under applicable laws and as may be decided by the Board of Directors of the Company.

The above stated fund requirements are based on internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business. The Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, and interest or exchange rate fluctuations. Consequently, the funding requirements of our Company and deployment schedules are subject to revision in the future at the discretion of the management.

### 3. Monitoring of Utilization of Funds:

As the issue size is less than ₹100 Crore (Rupees One Hundred Crore), the Company is not required to appoint a credit rating agency as a monitoring agency in terms of regulation 162A of the SEBI ICDR Regulations.

### 4. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued.

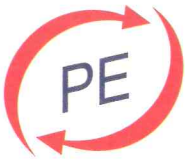
These Special Resolution authorize the Board to issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with the SEBI ICDR Regulations, up to an aggregate of 1,00,000 (One Lakh) of Warrants, convertible into equivalent nos. of Equity Shares (i.e. One fully paid up Equity Share upon conversion of every One Warrant held) of a face value of ₹10/- (Rupees Ten only) each of the Company and 3,00,000 (Three Lakhs) Equity Share of face value of ₹10/- (Rupees Ten only) each of the Company aggregating to the amount not exceeding ₹13,76,00,000/- (Rupees Thirteen Crores Seventy Six Lakhs Only). Further, no assets of the Company are charged as securities for the said preferential issue.

### 5. Relevant Date

In terms of the provisions of Regulation 161 of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the preferential issue is Thursday, May 07, 2026, being the date 30 days prior to the date of EGM.

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

The allotment of warrants and Equity Shares does not exceed 5% of the post-issue fully diluted share capital of the Company and hence the requirement of the Valuation report is not triggered as per the Chapter V of the SEBI ICDR Regulations and other applicable laws. The Issue price is derived as per the relevant Regulations of Chapter V of SEBI ICDR Regulations.



# Parth Electricals & Engineering Limited

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In accordance with Regulation 164(1) of the SEBI ICDR Regulations, the minimum floor price for issuance of Equity Shares and Warrants to person other than qualified institutional buyers shall be the higher of the following:

- the 90 trading days volume weighted average price (VWAP) of the related equity shares quoted on the recognized stock exchanges preceding the relevant date; or
- the 10 trading days volume weighted average price (VWAP) of the related equity shares quoted on a recognized stock exchanges preceding the relevant date;

Provided that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for specified Securities to be allotted pursuant to the preferential issue.

It is to be noted that nothing mentioned in the Articles of Association of the Company provides for a method of determination of floor price for Securities to be allotted under the preferential issue.

Further as per regulation 164(4)(a), a preferential issue of specified securities to qualified institutional buyers, not exceeding five in number, shall be made at a price not less than the 10 trading days volume weighted average prices of the related equity shares quoted on recognized Stock Exchange preceding the relevant date. – **Not Applicable**

Provided that if the Articles of Association of the issuer provide for a method of determination that results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue. – **Not applicable**

Further, as per regulation 166A of the SEBI ICDR Regulations, any preferential issue, which may result in a change in control or allotment of more than five per cent of the post-issue fully diluted share capital of the issuer, to an allottee or to allottee(s) acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price. -**Not applicable**

The shares of the Company are listed and traded on the Emerge Platform of National Stock Exchange of India Limited (“NSE”). Higher trading volume has been recorded on NSE during the abovementioned period. As per the trading volume data available on NSE, the shares of the Company are frequently traded.

Price determined as per provisions of Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares).

Price determined as per 90 trading days VWAP on NSE: ₹269.58  
Price determined as per 10- trading days VWAP on NSE: ₹343.87

Accordingly, the Warrants shall be issued at an issue price of ₹344 (Rupees Three Hundred and Forty Four Only) per Warrant of the face value of ₹10/- each (including a premium of ₹334 (Rupees Three Hundred and Thirty Four Only) and Equity Shares shall be issued at an issue price of ₹344 (Rupees Three Hundred and Forty Four Only) per Equity Share of the face value of ₹10/- each (including a premium of 334 (Rupees Three Hundred and Thirty Four Only) (per Equity Share) which is higher than the issue price as determined as per the SEBI ICDR Regulations.

**Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not Applicable

**Valuation for consideration other than cash:** Not Applicable



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## 7. Amount which the Company intends to raise by way of such securities:

The Warrants and Equity Shares are proposed to be issued for cash at a price of ₹344 (Rupees Three Hundred and Forty Four Only) per Warrants and Equity Shares, including a premium of ₹334 (Rupees Three Hundred and Thirty-Four only) per Warrants and Equity Shares aggregating to a ₹13,76,00,000/- (Rupees Thirteen Crores Seventy Six Lakhs Only).

## 8. Pending preferential issue:

Presently, there has been no preferential issue pending or in process except as proposed in this Notice.

## 9. Re-computation of Issue Price:

The Company shall re-compute the issue price of the Warrants and Equity Shares, in terms of the provision of the SEBI ICDR Regulations, where it is required to do so; and that if any amount payable on account of the re-computation of issue price is not paid within the time stipulated in the SEBI ICDR Regulations, the Warrants and Equity Shares allotted under preferential issue shall continue to be locked-in till the time such amount is paid by the allottee(s).

## 10. Payment of Consideration:

**For Warrants:** In terms of the provisions of Regulation 169(2) of the SEBI ICDR Regulations, an amount equivalent to 25% (twenty-five per cent) of the total consideration for the Warrants will be payable at the time of subscription to the Warrants, which will be kept by the Company to be adjusted and appropriated against the issue price of the Resulting Equity Shares.

A Warrant balance exercise price equivalent to the 75% of the issue price shall be payable by the Proposed Warrant Allottee at the time of exercising the Warrant.

In case the Warrant holder does not apply for the conversion of the outstanding Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Warrants, then the consideration paid upon each of the said outstanding Warrants shall be forfeited and all the rights attached to the Warrants shall lapse automatically.

**For Equity Shares:** In terms of the provisions of Regulation 169(1) of the SEBI ICDR Regulations, 100% consideration of Equity Shares shall be paid by the Proposed Allottees at the time of allotment of such Equity Shares. Accordingly, the entire consideration for Equity Shares is required to be paid to the Company at the time of allotment of Equity Shares to the Proposed Allottees.

The consideration for the Warrants and Equity Shares shall be payable in cash and has to be paid by the Proposed Allottee from their respective bank accounts and in case of joint holders, shall be received from the bank account of the person whose name appears first in the application.

## 11. Dues towards SEBI, Stock Exchange or Depositories:

There are no outstanding dues of the Company payable towards SEBI, Stock Exchange or Depositories as on the date of this Notice.

## 12. The class or classes of persons to whom the allotment is proposed to be made

The preferential issue of Warrants and Equity Shares are proposed to be made to the Proposed Allottees belonging to the Promoter Category and Non-Promoter Category which is given in detail in point 19.



# Parth Electricals & Engineering Limited

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## 13. Intent of the Promoters, Directors, or Key Managerial Personnel or Senior Management of the Company to subscribe to the offer;

Except Jigneshkumar Gordhanbhai Patel, none of the Promoters, Directors or Key Managerial Personnel or Senior Management or their relatives intends to subscribe to any Warrants under the preferential issue.

None of the Promoters, Directors or Key Managerial Personnel or Senior Management or their relatives intends to subscribe to any Equity Shares under the preferential issue.

## 14. Proposed Time Frame within which the preferential issue shall be completed:

In terms of Regulation 170(1) of the SEBI ICDR Regulations, preferential allotment of Warrants and Equity Shares to Proposed Allottee pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of special resolution.

Provided that where the allotment is pending on account of 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 or other concerned authorities.

Proposed Allottee of Warrants shall be entitled to convert the same into equal number of Equity Shares, in one or more tranches, within a period of eighteen (18) months from the date of allotment of Warrants.

Upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the Warrants is completed within 15 days from the date of such exercise by the allottees of such Warrants.

## 15. Listing:

The Company will make an application to the National Stock Exchange of India Limited (NSE) where the shares of the Company are listed, for listing of the aforementioned Equity Shares allotted pursuant to conversion of the Warrants. The above shares, once allotted, shall rank pari passu with the then-existing equity shares of the Company in all respects.

## 16. The shareholding pattern of the Issuer before and after the preferential issue: Shareholding pattern before and after the proposed preferential issue of Equity Shares is as follows:

Sr. No.	Category	Pre-Issue Shareholding Structure <sup>(1)</sup>		Warrants to be Allotted	Equity Shares to be Allotted	Post-Issue Shareholding <sup>(2)</sup>	
		No. of Shares	% of Shareholding			No. of Shares*	% of Shareholding <sup>(3)</sup>
<b>A. Promoter and Promoter Group</b>							
1.	<b>Indian</b>						
	a) Individuals & HUF	85,51,377	62.57	1,00,000	-	86,51,377	61.50
	b) Body Corporate	-	-	-	-	-	-
	<b>Sub Total A1</b>	<b>85,51,377</b>	<b>62.57</b>	<b>1,00,000</b>	<b>-</b>	<b>86,51,377</b>	<b>61.50</b>
2.	<b>Foreign</b>	-	-	-	-	-	-
	<b>Sub Total A2</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



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Sr. No.	Category	Pre-Issue Shareholding Structure <sup>(1)</sup>		Warrants to be Allotted	Equity Shares to be Allotted	Post-Issue Shareholding <sup>(2)</sup>	
		No. of Shares	% of Shareholding			No. of Shares*	% of Shareholding <sup>(3)</sup>
	<b>Sub Total A1</b>	85,51,377	62.57	1,00,000	-	86,51,377	61.50
2.	<b>Foreign</b>	-	-	-	-	-	-
	<b>Sub Total A2</b>	-	-	-	-	-	-
	<b>Total Promoter shareholding A=A1+A2</b>	<b>85,51,377</b>	<b>62.57</b>	<b>1,00,000</b>	<b>-</b>	<b>86,51,377</b>	<b>61.50</b>
<b>B. Non-Promoter Group</b>							
	<b>Institutions</b>						
<b>B1</b>	Institutions (Domestic)	59,200	0.43	-	-	59,200	0.42
<b>B2</b>	Institutions (Foreign)	1,96,400	1.44	-	-	1,96,400	1.39
<b>B3</b>	Central Government / State Government (s)/ President of India	-	-	-	-	-	-
<b>B4</b>	<b>Non-Institutions</b>						
(a)	Individuals/	33,99,182	24.87	-	3,00,000	36,99,182	26.30
(b)	Directors /KMP	-	-	-	-	-	-
(c)	Body Corporate	3,11,400	2.28	-	-	3,11,400	2.21
(d)	HUF	1,64,284	1.2	-	-	1,64,284	1.17
(e)	Other (Including NRIs, Clearing Member, Foreign Nationals, Escrow Account and Trusts)	9,86,112	7.21	-	-	9,86,112	7.01
	<b>Sub- Total B4</b>	<b>48,60,978</b>	<b>35.56</b>	<b>-</b>	<b>-</b>	<b>51,60,978</b>	<b>36.69</b>
	<b>Total Public Shareholding B=B1+B2+B3+B4</b>	<b>51,16,578</b>	<b>37.43</b>	<b>-</b>	<b>3,00,000</b>	<b>54,16,578</b>	<b>38.50</b>
	Non-Promoter Non- Public Shareholding	-	-	-	-	-	-
	<b>Grand Total (A+B+C)</b>	<b>1,36,67,955</b>	<b>100.00</b>	<b>1,00,000</b>	<b>3,00,000</b>	<b>1,40,67,955</b>	<b>100.00</b>

Notes:

- (1) The pre-issue shareholding pattern is on the latest BENPOS date i.e., 08.05.2026.
- (2) The above post-issue shareholding is prepared assuming full conversion of Warrants issued pursuant to resolution at item No.1 into equity shares.
- (3) Post-shareholding structure may change depending upon any other corporate action in between.



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17. Particulars of the Proposed Allottee and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the Proposed Allottee, the percentage of post preferential issue capital that may be held by them and

change in control, if any, in the Issuer consequent to the preferential issue:

Sr. No.	Names PAN of the Proposed Allottee	Natural Persons who are the ultimate beneficial owners (UBOs)	Pre-Preferential holding		Present Issue of Warrants	Present Issue of Equity Shares*	Post-Preferential holding	
			No.	%			No.	% <sup>(1)</sup>
1	Jigneshkumar Gordhanbhai Patel PAN: AIUPP1386L	Not Applicable	71,51,377	52.32	1,00,000	-	72,51,377	51.54
2.	Sunil Murlimanhor Kabra PAN: AEUPK1746B	Not Applicable	-	-	-	1,50,000	1,50,000	1.07
3.	Prakash Diwan PAN: AGKPD2836M	Not Applicable	4,800	0.04	-	1,50,000	1,54,800	1.10
			<b>71,56,177</b>	<b>52.36</b>	<b>1,00,000</b>	<b>3,00,000</b>	<b>75,56,177</b>	<b>53.71</b>

<sup>(1)</sup> % of holding of the shares to be allotted are calculated based on post-preferential shareholding assuming conversion of 1,00,000 Warrants to Equity Shares.

There is no change in control pursuant to the allotment of the Warrants and Equity Shares.

## 18. Lock-in Period:

The Equity Shares/Warrants/ Resulting Equity Shares proposed to be allotted on a preferential basis shall be locked in accordance with Chapter V of the SEBI ICDR Regulations.

- The entire pre-preferential shareholding of the Proposed Allottees shall be subject to lock-in from the Relevant Date up to a period of 90 trading days from the date allotment of Warrants, as per the requirement of the SEBI ICDR Regulations.
- The entire pre-preferential shareholding of the Proposed Allottees shall be subject to lock-in from the Relevant Date up to a period of 90 trading days from the date of trading approval, as per the requirement of the SEBI ICDR Regulations.
- The Warrants proposed to be issued to Proposed Allottee of the Company, shall be subject to lock-in for a period of 1 year from the date of allotment of such Warrants, as per the requirement of SEBI ICDR Regulations.
- The proposed allotment of Equity Shares pursuant to the conversion of Warrants to Jignesh Gordhanbhai Patel, which forms part of Promoter Category of the Company, shall be subject to fresh lock-in for a period of 18 months from the date of grant of trading approval by the Stock Exchanges, as per the requirement of SEBI ICDR Regulations.
- The proposed allotment of Equity Shares to Sunil Murlimanhor Kabra and Prakash Diwan, which forms part of Non Promoter Category of the Company, shall be subject to fresh lock-in for a period of 6 months from the date of grant of trading approval by the Stock Exchange, as per the requirement of SEBI ICDR Regulations.



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19. **The current and proposed status of the Proposed Allottees post the preferential issues namely, Promoter and Non Promoter Category:**

S. No.	Name of Allottee	Current Status	Post Status
1.	Jignesh Gordhanbhai Patel	Promoter	Promoter
2.	Sunil Kabra	Non-Promoter	Non-Promoter
3.	Prakash Diwan	Non-Promoter	Non-Promoter

20. **Practicing Company Secretary's Certificate**

A certificate from M/s Kashyap Shah & Co, Practicing Company Secretaries certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website at the following link: <https://parthelectricals.in/>

21. **Valuation and justification for the allotment proposed to be made for consideration other than cash:**

Not applicable as the Company has not proposed to issue the Warrants and Equity Shares for consideration other than cash.

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

During the year, no preferential allotment has been made to any person as of the date of this Notice.

23. **Principle terms of assets charged as securities**

Not Applicable

24. **Material terms of raising such securities**

All material terms have been set out above.

25. **Undertaking:**

- (a) The Proposed Allottees have confirmed that they have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.
- (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) None of the Directors or Promoters and the Company are categorized as willful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters or fraudulent borrower issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) if the SEBI ICDR Regulations are not applicable.
- (d) None of the Company's Promoters and Directors are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- (e) The Company shall re-compute the price of the relevant securities to be allotted under the preferential issue in terms of the provisions of SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required.



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- (f) If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.
- (g) The Proposed Allottees are not categorized as willful defaulter(s) or fraudulent borrower or fugitive economic offenders as defined under the SEBI ICDR Regulations.

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 and Equity Shares to Proposed Allottee are being sought by way of a Special Resolution as set out in the said Item No. 1 of the Notice.

The issue of the Warrants and Equity Shares under the preferential issue would be within the Authorized 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. 1 and 2 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Except as mentioned in point 13 above, none of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of the Special Resolution as set out in Item No. 1 and 2 of this Notice.

Registered Office:  
301, Riddhi-Siddhi Elanza, Near Dominos,  
Subhanpura, Vadodara – 390023, Gujarat, India

Date: May 14, 2026  
Place: Vadodara

By Order of the Board of Directors,  
**For Parth Electricals & Engineering Limited**

Sd/-  
**Vaishali Patel**  
Company Secretary and Compliance Officer