PELATRO

Pelatro Limited
5th Floor, 144, MSR North Tower
Outer Ring Road, Nagavara
Bengaluru – 560 045, India

CIN: L72100KA2013PLC068239
Tel: +91 80 6534 9800
hello@pelatro.com
www.pelatro.com

PEL/2026-27/35

September 21, 2026

The Secretary
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot no. C/lG Block
Bandra-Kurla Complex Bandra (E)
MUMBAI - 400 051

Scrip Code: PELATRO

Dear Sir/Madam,

Subject: Notice of Postal Ballot

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed notice of Postal Ballot along with the explanatory statement, dated September 21, 2026 seeking approval of the Members of the Company for the following resolution:

- Issuance of 7,00,000 convertible share warrants at Rs. 400/- Each on a preferential basis

In compliance with the provisions of General circular no. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, the notice of Postal Ballot is sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories as on Friday, September 11, 2026.

The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its members. The remote e-voting will commence from Tuesday, September 22, 2026 (9:00 a.m. IST) and ends on Wednesday, October 21, 2026 (5:00 p.m. IST). The results of the postal ballot will be announced on or before Friday, October 23, 2026.

The Postal Ballot Notice along with explanatory statement, instructions for e-voting are also available on the website of the Company at https://www.pelatro.com/announcements/

Kindly take the same on your records.

Thanking you.

Yours sincerely,
For Pelatro Limited

Lakshmy Mohanan
Digitally signed by Lakshmy Mohanan
Date: 2026.09.21 17:03:06 +05'30'

PELATRO LIMITED
Bangalore India

Lakshmy Mohanan
Company Secretary and Compliance Officer

Encl: as above

POSTAL BALLOT NOTICE

Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014.

Dear Member(s),

NOTICE is hereby given to the Members of **Pelatro Limited** ("**the Company**") that pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'); Regulation 44 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ('MCA') read together with previous circulars issued by MCA from time to time in this regard and Secretarial Standards - 2 on General Meetings issued by The Institute of Company Secretaries of India, that the Resolutions as set out in this Notice to transact the special businesses as set out hereunder by passing Special Resolution by the members of the Company, by the means of Postal Ballot through remote e-voting (voting electronically only).

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rules framed thereunder, pertaining to the proposed resolutions setting out the material facts and the reasons thereof forms part of this Postal Ballot Notice ("the Notice").

The Company is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company or National Securities Depository Limited and Central Depository Services (India) Limited ("Depositories") or Registrar and Transfer Agent i.e., Bigshare Services Private Limited. Accordingly, physical copy of the Notice along with Postal Ballot Form are not being sent for this Postal Ballot to those shareholders whose e-mail addresses are not registered with the Company or Depositories. The instructions for remote e-voting are appended to this Notice.

The Board of Directors of the Company at its meeting held on, September 17, 2026, has appointed Mr. Karthik S N, Practicing Company Secretary, proprietor of 'Karthik S N and Company' as the Scrutinizer, to scrutinize the postal ballot voting process conducted through electronic means and to ensure that the voting process is carried out in a fair and transparent manner.

The Scrutinizer will, within 2 (two) working days of conclusion of remote e-voting process, submit his report on the result of the Postal Ballot process to the Chairman or any person authorised by

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the Chairman, after scrutiny of the votes cast. The Scrutinizer's decision on the validity of votes cast will be final.

The said result would be intimated to National Stock Exchange of India Limited, where the shares of the Company are listed, on websites of our Registrar and Transfer Agent i.e., Bigshare Services private Limited and also displayed on the Company's website viz. www.pelatro.com.

SPECIAL BUSINESSES:

ITEM NO.1: ISSUANCE OF 7,00,000 CONVERTIBLE SHARE WARRANTS AT RS. 400/- EACH ON A PREFERENTIAL BASIS

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62, 110 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made there under (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("SEBI") and/or any other statutory or regulatory authorities, including National Stock Exchange of India Limited (Stock Exchange) on which the equity shares of the Company having face value of Rs. 10/- (Rupees Ten only) each ("Equity Shares") are listed (hereinafter collectively referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required, from Applicable Regulatory Authorities (including the Stock Exchanges) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, and which may be agreed to by the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any committee/(s) which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose), the consent of the members of the Company be and is hereby accorded to create, issue, offer and allot by way of preferential issue on a private placement basis, from time to time, in one or more tranches, up to 7,00,000 (Seven Lakhs) Share Warrants each convertible into, or exchangeable for, 1 (one) fully paid up equity share of the Company of face value of Rs. 10/- (Rupees Ten only) each ("Warrants") at a price of Rs. 400/- (Rupees Four Hundred only) each payable in cash

(“Warrants Issue Price”), aggregating up to Rs. 28,00,00,000/- (Rupees Twenty-Eight Crores Only), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, in accordance with the terms of the Warrants as set out herein and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine herein, subject to applicable laws and regulations, to the below-mentioned Proposed Allottees in the manner as follows:

No.	Name of Proposed Allottee	Category	No. of Convertible Warrants to be issued	Aggregate Consideration proposed to be received
1	Varun Menon	Promoter	1,20,000	up to Rs. 4,80,00,000/-
2	Kiran Menon	Promoter	80,000	up to Rs. 3,20,00,000/-
3	Prabha Mohta	Public	1,70,000	up to Rs. 6,80,00,000/-
4	Kishan Gopal Mohta	Public	1,65,000	up to Rs. 6,60,00,000/-
5	Gurpreet Jitendra Singh	Public	45,000	up to Rs. 1,80,00,000/-
6	Invicto Incrementum Fund	Alternative Investment Fund	35,000	up to Rs. 1,40,00,000/-
7	Aakriti Surana	Public	35,000	up to Rs. 1,40,00,000/-
8	Ishawar Raju Rathod	Public	15,000	up to Rs. 60,00,000/-
9	Megha Rathi	Public	15,000	up to Rs. 60,00,000/-
10	Luke Christopher Coutinho	Public	20,000	up to Rs. 80,00,000/-
	Total		7,00,000	Up to Rs. 28,00,00,000/-

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI ICDR Regulations, the ‘Relevant Date’ for the purpose of calculating the price for the Preferential Issue of Warrants be and is hereby fixed as Monday, September 21, 2026, being the date, which is 30 days prior to the date on which the special resolution by the shareholders is proposed to be passed i.e., Wednesday, October 21, 2026.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants and the resultant Equity Shares to be allotted on exercise of such Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

(a) The Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one equity share against each Warrant.

(b) An amount equivalent to 25% (twenty five percent) of the Warrant Price against each Warrant shall be payable at the time of subscription ("Warrants Subscription Amount") and allotment of each Warrant and the balance 75% (seventy five percent) of the Warrant Price ("Warrants Exercise Amount") including any adjustments thereof, if any, shall be payable as per terms agreed with the Company.

(c) The Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the Members, provided that where the allotment of Warrants is subject to receipt any approval(s) or permission(s) from Applicable Regulatory Authority(ies), the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval or permission, not exceeding 60 days from date of receipt of funds

(d) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

(e) The pre-preferential allotment shareholding of the Proposed Allottees in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

(f) The price determined and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

(g) The right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form, subject to receipt of the relevant Warrants Exercise Amount by the Warrant holder to the designated bank account of the Company;

(h) The Equity Shares to be allotted on exercise of the Warrants shall be in dematerialized form and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

(i) The tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. In the event the warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid at the time of subscription of the Warrants shall stand forfeited.

(j) The Warrants by themselves until exercised and Equity Shares allotted, do not give the warrant holder thereof any rights with respect to that of a equity shareholder of the Company.

(k) The warrants including equity shares allotted pursuant to exercise of options attached to warrants so allotted under this resolution shall not be sold or transferred in any manner during the period of lock-in as provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

(l) The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of Equity Shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ reclassification of Equity Shares or such other similar events or circumstances requiring adjustments as permitted under SEBI ICDR Regulations and all other applicable regulations from time to time.

(m) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant Holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the Listing Regulations and all other applicable laws, rules and regulations.

RESOLVED FURTHER THAT subject to receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the names and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees, through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board hereby authorizes any of the Director or Company Secretary or Chief Financial Officer of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares and Warrants), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such acts as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares, Warrants including the resultant Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, opening of separate bank account, filing of corporate action forms with depositories i.e., National Securities Depository Limited and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

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

Place: Bengaluru
Date: September 21, 2026

By order of the Board of Directors
For Pelatro Limited

Sd/-
Lakshmy Mohanan
Company Secretary and Compliance Officer

NOTES AND INSTRUCTIONS

1. The explanatory statement pursuant to Sections 102 and 110 of the Companies Act, 2013 ("the Act") setting out all material facts relating to the resolutions set out in the Notice are appended herein below for information and consideration of Members and the same should be considered as part of this Notice.

2. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, read with the applicable Circulars, the Company is pleased to offer e-voting facility to Members to cast their votes electronically.

3. The Company has engaged the services of National Securities Depository Limited (NSDL), as service provider for facilitating e-voting to enable the Members to cast their votes electronically. The instructions for remote e-voting are provided as part of this Notice.

4. The Postal Ballot Notice is being sent by e-mail to all Members, whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories, i.e. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, 11 September, 2026 (the "**cut off date**") and who have registered their e-mail addresses in accordance with the provisions of the Act read with the Rules made thereunder and the framework provided under the Circulars. Cut-off date is for determining the eligibility to vote by electronic means. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. This Notice is also available at the Company's website: www.pelatro.com and the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.

5. However, the Members of the Company as on the cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company /RTA/Depositories) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in the Notice.

6. Members who have not registered their e-mail address are requested to register the same with the Depository through their Depository Participant(s).

7. The remote e-voting shall commence on Tuesday, 22 September 2026 at 9:00 a.m. (IST) and Members of the Company holding shares as on the cut-off date may cast their votes

electronically. The remote e-voting shall end on Wednesday, 21 October 2026 at 5.00 pm (IST) and thereafter NSDL will disable e-voting.

8. Once a shareholder has cast his/her/their vote on a resolutions he/she/they will not be allowed to modify it subsequently.

9. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Wednesday, 21 October 2026, i.e., the last date specified for receipt of votes through the remote e-voting process.

10. The votes in this Postal Ballot cannot be exercised through proxy.

11. Relevant documents referred to in this Notice and the explanatory statement setting out the material facts in respect of the resolutions set out in this Notice requiring the approval of the Members shall be available for inspection by the Members until 5:00 p.m. (IST) of the last date as specified for e-voting i.e. Wednesday, 21 October 2026. Members who wish to inspect the documents are requested to send an email to company.secretary@pelatro.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID and the documents they wish to inspect.

PROCEDURE FOR REMOTE E-VOTING: -

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 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 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	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN

securities in demat mode with NSDL.	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 company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

	
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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 evoting@nsdl.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. **Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.**
2. **Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.**
3. **A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.**
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. **Your User ID details are given below :**

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. **Password details for shareholders other than Individual shareholders are given below:**
   a) **If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.**

   b) **If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.**
   c) **How to retrieve your 'initial password'?**
      (i) **If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.**
      (ii) **If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered**

6. **If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:**
   a) **Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.**
   b) **Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.**
   c) **If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.**
   d) **Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.**

7. **After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.**
8. **Now, you will have to click on "Login" button.**
9. **After you click on the "Login" button, Home page of e-Voting will open.**

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

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

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

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

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

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

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

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

General Guidelines for shareholders

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

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

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

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

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

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to company.secretary@pelatro.com . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

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

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

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

Item No.1:

The Members of Pelatro Limited are hereby informed that the Board of Directors of the Company at their Meeting held on September 17, 2026, subject to the approval of the members of the Company and such other approvals of Applicable Regulatory Authorities as may be required, approved the issuance of convertible Share Warrants ("Warrants") to the identified list of offerees, on a preferential basis. Accordingly, it is now proposed to issue and allot up to 7,00,000 (Seven lakh) Warrants, each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share per Warrant, at a price of Rs. 400/- (Rupees Four Hundred only) (Warrants Issue Price) per Warrant aggregating up to Rs. 28,00,00,000/- (Rupees Twenty-Eight Crore Only).

An amount equivalent to at least 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Issue Price shall be payable by the Warrant holder against each Warrant before the allotment of Equity Shares. The issue and allotment of the Warrants and the Equity Shares pursuant to the conversion by the Company shall be in accordance with the Companies Act, 2013 and rules thereunder, SEBI ICDR Regulations, SEBI Listing Regulations, and subject to the receipt of necessary approvals from the Applicable Regulatory Authorities.

Members may further note that the present authorised share capital of the Company is sufficient to accommodate the proposed issue and allotment of Equity Shares upon conversion of Warrants. Accordingly, approval of the shareholders of the Company by way of special resolution is being sought in terms of Sections 23, 42 and 62 of the Act as well as applicable regulations of the SEBI ICDR Regulations for the Preferential Issue, as per details mentioned in the Resolution.

Information required in respect of the proposed issue of Warrants pursuant to the applicable provisions of the Companies Act, 2013 and rules framed thereunder and SEBI ICDR Regulations, are as under:

a) Particulars of the offer including date of passing Board Resolution:

The Board of Directors of the Company at its meeting held on September 17, 2026, subject to the approval of the members and such other approvals as may be required from Applicable Regulatory Authorities, approved the proposal of raising funds by way of issue and allotment of up to 7,00,000 (Seven Lakh) Warrants to be convertible at an option of Warrant holder in one or more tranches at a price of Rs. 400/- (Rupees Four Hundred only) (Warrants Issue Price) per Warrant aggregating up to Rs. 28,00,00,000/- (Rupees Twenty-Eight Crores Only) Warrants, each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share per Warrant, at a price of (Warrants Issue Price) per Warrant aggregating up to on a preferential basis to the following persons:

No.	Name of Proposed Allottee	Category	No. of Convertible Warrants to be issued	Aggregate Consideration proposed to be received
1	Varun Menon	Promoter	1,20,000	up to Rs. 4,80,00,000/-
2	Kiran Menon	Promoter	80,000	up to Rs. 3,20,00,000/-
3	Prabha Mohta	Public	1,70,000	up to Rs. 6,80,00,000/-
4	Kishan Gopal Mohta	Public	1,65,000	up to Rs. 6,60,00,000/-
5	Gurpreet Jitendra Singh	Public	45,000	up to Rs. 1,80,00,000/-
6	Invicto Incrementum Fund	Alternative Investment Fund	35,000	up to Rs. 1,40,00,000/-
7	Aakriti Surana	Public	35,000	up to Rs. 1,40,00,000/-
8	Ishawar Raju Rathod	Public	15,000	up to Rs. 60,00,000/-
9	Megha Rathi	Public	15,000	up to Rs. 60,00,000/-
10	Luke Christopher Coutinho	Public	20,000	up to Rs. 80,00,000/-
	Total		7,00,000	up to Rs. 28,00,00,000/-

b) Objects of the preferential issue:

Please refer Annexure A to this Postal Ballot Notice for details.

c) Kinds of securities offered and maximum / total number of securities to be issued:

Subject to the approval of the Members, the Company shall issue and allot up to 7,00,000 (Seven Lakh) Fully Convertible Share Warrants to the identified persons.

d) Price or price band at / within which the allotment is proposed for pricing of preferential issue:

The Company proposes to issue and allot up to 7,00,000 (Seven Lakh) Warrants at a price of Rs. 400/- (Rupees Four Hundred only) (Warrants Issue Price) per Warrant aggregating up to Rs. 28,00,00,000/- (Rupees Twenty-Eight Crores Only) carrying a right and option to subscribe up to 7,00,000 (Seven Lakh) Equity Shares having face value of Rs. 10/- (Rupees Ten only).

The pricing for the proposed allotment of Warrants is in accordance with the SEBI ICDR Regulations.

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e) Basis or justification for the price (including premium, if any) at which the offer or invitation is being made

The Equity Shares of the Company are frequently traded in terms of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations").

Accordingly, the price for the preferential issue of equity shares / warrants of the Company has been computed in accordance with Regulation 164(1) of the SEBI ICDR Regulations as Rs. 400/- (Rupees Four Hundred only) per equity share warrant, based on the volume-weighted average price of the equity shares quoted on the recognized stock exchange during the specified 90 days / 10 days preceding the relevant date (September 21, 2026).

Appointment of a registered valuer for pricing under Regulation 164 and Regulation 166A is not required under the SEBI ICDR Regulations.

The Articles of Association of the Company do not provide for any alternate method of determination for valuation of shares resulting in a floor price higher than the price determined pursuant to the SEBI ICDR Regulations.

g) The Class or classes of persons/names of the proposed allottee(s) to whom the allotment is made and the percentage of post-preferential offer capital that may be held by them:

Please refer Annexure B to this Postal Ballot Notice for details.

h) Intention of the Promoters / Promoter Group / Directors / Key Managerial Personnel / Senior Management of the Company to subscribe to the offer:

Out of the total Warrants proposed to be issued, 2,00,000 Warrants shall be offered to Mr. Kiran Menon and Mr. Varun Menon, Promoters of the Company, who intends to subscribe to the Warrants.

Except as mentioned above, no other Promoter, Member of the Promoter Group, Directors or Key Managerial Personnel or Senior Management of the Company will subscribe to the proposed issue, and they will not be making any contribution as part of the offer.

i) Proposed time / time schedule within which the preferential issue or allotment of Equity Shares shall be completed:

As required under the SEBI ICDR Regulations, the Warrants shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution, provided that where the issue and allotment of the said Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals, not exceeding 60 days from date of receipt of funds.

j) Change in control, if any, in the Company that would occur consequent to the preferential issue:

There will be no change in control over the Company pursuant to the completion of the preferential allotment of the Warrants to the Proposed Allottees and/or upon conversion of all the Warrants into Equity Shares by the Proposed Allottees.

k) Number of persons to whom preferential allotment has already been made during the financial year, in terms of number of securities as well as price:

Save and except the preferential issue of the Warrants as proposed in the resolutions set out in this Notice, the Company has not made any other preferential allotment of securities during the current financial year 2026-2027.

l)The justification for the proposed allotment to be made for consideration other than cash together with the valuation report of the registered valuer:

Not applicable. The Company is not allotting the Warrants for consideration other than cash.

m) Shareholding Pattern before and after the Issue:

Please refer Annexure C to this Postal Ballot Notice for details.

n) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee:

Name of the Proposed Allottee	Identity of the natural person who is the ultimate beneficial owner
Invicto Incrementum Fund	Ms. Vaishali Goverdhan Urkude

o) The current and proposed status of the Proposed Allottees post the preferential issue, namely promoter and non-promoter:

Please refer Annexure B to this Postal Ballot Notice for details.

p) Practicing Company Secretary's Certificate:

The Company has obtained a certificate from Karthik S N, Practicing Company Secretary, proprietor of Karthik S N and Company, certifying that the preferential issue is being made in accordance with the requirements of the SEBI ICDR Regulations and the same is available for inspection by a Member upon request. Kindly send your request at company.secretary@pelatro.com . A copy of the certificate is also made available on the website of the Company at www.pelatro.com/announcements

q) Material terms of raising of securities and principle terms of assets charged as securities:

The Material terms of issuing warrants are mentioned in the proposed resolutions, further, no assets of the Company are getting charged as security.

r) Lock-in period:

The Convertible Warrants shall be locked-in for such period as may be specified under Regulations 167 and 168 of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of allottees shall be locked in from the relevant date up to a period of 90 trading days from the date of from the date of trading approval of such securities as specified under Regulation 167(6) of the SEBI ICDR Regulations.

s) Disclosures under Schedule VI of the SEBI ICDR Regulations, if the issuer or any of its Promoters or Directors is a wilful defaulter or a fraudulent borrower:

Neither the Company, nor any of its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.

t) Monitoring of Utilization of Funds:

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

u) Undertaking:

Since the Equity Shares of the Company have been listed on Stock Exchanges for a period of more than 90 (ninety) trading days prior to the Relevant Date, it is not required to re-compute the price per Warrant to be issued as per Regulation 164(3) of SEBI ICDR Regulations. Accordingly, the Company is also not required to submit the undertaking specified under Regulations 163(1)(g) and (h) of the SEBI ICDR Regulations.

However, the Company shall re-compute the price of the Warrants, if it is required to do so as per the applicable laws. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the Warrants shall continue to be locked in till the time such amount is paid.

y) Other Disclosures:

(a) The Company is eligible to make the Preferential Issue of proposed Warrants under the provisions of Chapter V of the SEBI ICDR Regulations and the Companies Act, 2013.

(b) None of the person belonging to Promoter(s) or the Promoter group of the Company has previously subscribed to Securities of the Company and also not failed to exercise the Securities issued by the Company.

(c) Neither the Promoter or Promoter Group members of the Company nor any of the Directors of the Company are categorized as a fugitive economic offender, as defined under the SEBI ICDR Regulations.

(d) The Proposed Allottees have not sold any Equity Shares of the Company during the 90 (Ninety) trading days preceding the Relevant Date.

(e) The Company has no subsisting default in the redemption or payment of dividend on Equity Shares of the Company since the commencement of the Companies Act, 2013.

(f) The Company does not have any outstanding dues to the SEBI, the Stock Exchanges or the Depositories as on the date of the Notice.

(g) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the Listing Agreement entered with the Stock Exchanges and the SEBI Listing Regulations, as amended and Circulars and Notifications issued by the SEBI thereunder.

The approval of the Members by way of special resolution as set out in this Notice, is sought for the proposed issue and allotment of the Warrants to the Proposed Allottees on a preferential basis (for cash consideration), pursuant to the applicable provisions of the Companies Act, 2013, read with applicable rules framed thereunder and the SEBI ICDR Regulations.

Accordingly, the Board believes that the proposed issue is in the best interest of the Company and its Members and therefore recommends the resolution set out in Item No. 1 of the Notice for approval by Members of the Company by way of a special resolution.

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The copies of the related documents will be made available for inspection to a Member upon request.

Except Mr. Kiran Menon and Mr. Varun Menon and their relatives, none of the other Directors or Key Managerial Personnel and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the passing of the resolution set out at Item No. 1 of the Notice, except to the extent of their shareholding, if any, in the Company.

Place: Bengaluru	By order of the Board of Directors
Date: September 21, 2026	For Pelatro Limited

Sd/-
Lakshmy Mohanan
Company Secretary and Compliance Officer

Annexure-A

The gross proceeds from the Preferential Issue of Convertible Share Warrants amounting to Rs.28,00,00,000 (Rupees Twenty-Eight Crores Only) shall be utilized for the objects set out below:

Sl.No.	Particulars	Amount to be utilised
1	Working Capital Requirements	21,50,00,000
2	General Corporate Purpose*	6,50,00,000
Total		28,00,00,000

*The amount to be utilized towards general corporate purposes does not exceed 25% of the total gross proceeds of the preferential issue, in compliance with Chapter V of the SEBI (ICDR) Regulations, 2018.

The amount Rs. 28,00,00,000 shall be spent tentatively within 2 (two) years from the last date of maturity of share warrants.

The funds shall be kept in a separate bank account opened with Kotak Mahindra Bank Limited till the time such proceeds are fully utilised.

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Pelatro Limited
5th Floor, 144, MSR North Tower
Outer Ring Road, Nagavara
Bengaluru – 560 045, India

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Tel: +91 80 6534 9800
hello@pelatro.com
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Annexure – B

Sl. No.	Name of the Proposed Allottee	Current Status / Category / Class of the Proposed allottee	Pre-Preferential Holding*		No. of Equity shares to be allotted**	Post-Preferential Holding***		Proposed Status of the Proposed allottee Post-Preferential Issue
			No. of Shares	% of Holding		No. of Shares	% of Holding	
1	Varun Menon	Promoter	21,36,195	20.16	1,20,000	22,56,195	19.97	Promoter
2	Kiran Menon	Promoter	21,76,195	20.54	80,000	22,56,195	19.97	Promoter
3	Prabha Mohta	Public	79,800	0.75	1,70,000	2,49,800	2.21	Public
4	Kishan Gopal Mohta	Public	3,13,200	2.96	1,65,000	4,78,200	4.23	Public
5	Gurpreet Jitendra Singh	Public	17,400	0.16	45,000	62,400	0.55	Public
6	Invicto Incrementum Fund	Alternative Investment Fund	-	-	35,000	35,000	0.31	Alternative Investment Fund
7	Aakriti Surana	Public	12,900	0.12	35,000	47,900	0.42	Public
8	Ishawar Raju Rathod	Public	3,000	0.03	15,000	18,000	0.16	Public
9	Megha Rathi	Public	-	-	15,000	15,000	0.13	Public
10	Luke Christopher Coutinho	Public	6,600	0.06	20,000	26,600	0.24	Public

* The Shareholding Details are as on September 11, 2026.

** assuming the full subscription to all the offered warrants and thereafter subsequent conversion of issued warrants and allotment of equity shares.

***The Shareholding details are assuming the full subscription to all the offered warrants and thereafter subsequent conversion of warrants and allotment of equity shares.

Annexure – C

Category	**Pre-Issue (as on September 11, 2026) No. of Shares held**	**Percentage of Shareholding**	***Post Issue- No of Shares held**	**Percentage of Shareholding**
A. Promoters/Promoters Group's holding				
1. Indian				
Individuals/HUF				
Kiran Menon	21,76,195	20.54	22,56,195	19.97
Varun Menon	21,36,195	20.16	22,56,195	19.97
Sudeesh Yezhuvath	9,83,294	9.28	9,83,294	8.70
Suresh Yezhuvath	2,30,941	2.18	2,30,941	2.04
Sarath S	50,000	0.47	50,000	0.44
Any other				
Sub-Total (1)	**55,76,625**	**52.62**	**57,76,625**	**51.13**
2. Foreign				
Non-resident Individuals/Foreign Individuals				
Sub-Total(2)	**0**	**0**		
Total Shareholding of Promoter and Promoter Group	**55,76,625**	**52.62**	**57,76,625**	**51.13**
B. Public Shareholding				
1. Institution Domestic				
Alternate Investment Funds	1,66,800	1.57	2,01,800	1.79
Other Financial Institutions	0	0		
Sub-Total(1)	**1,66,800**	**1.57**	**2,01,800**	**1.79**
2. Institution (Foreign)				
Foreign Portfolio Investors Category - I	2,55,600	2.41	2,55,600	2.26

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Category	Pre-Issue (as on September 11, 2026) No. of Shares held	Percentage of Shareholding	*Post Issue- No of Shares held	Percentage of Shareholding
Sub-Total (2)	**2,55,600**	**2.41**	**2,55,600**	**2.26**
3. Central Government/State Government(s)/ President of India	0	0.00	0	0.00
Sub-Total (3)	**0**	**0.00**	**0**	**0.00**
4. Non-institutions				
Directors and their relatives	22,900	0.22	22,900	0.20
Key Managerial Personnel	21,333	0.20	21,333	0.19
Individuals				
i. Individual shareholders holding nominal capital upto Rs. 2 lakhs	25,39,230	23.96	25,89,430	22.92
ii. Individual shareholders holding nominal capital in excess of Rs. 2 Lakhs	10,16,100	9.6	14,30,900	12.67
Non-Resident Indians (NRIs)	23100	0.22	23100	0.20
Bodies Corporate	8,17,811	7.72	8,17,811	7.24
Any other	1,57,900	1.49	1,57,900	1.40
Sub-Total(4)	**45,98,374**	**43.40**	**50,63,374**	**44.82**
Sub-Total (B)= (1)+(2)+(3)+(4)	**50,20,774**	**46.41**	**55,20,774**	**48.87**
C. Non-Promoter - Non-Public Shareholder	0	0.00	0	0.00
Custodian/DR Holder	0	0.00	0	0.00
Sub-Total (C)	0	**0.00**	0	**0.00**
GRAND TOTAL	**1,05,97,399**	**100.00**	**1,12,97,399**	**100.00**

* assuming the full subscription to all the offered warrants and thereafter subsequent conversion of issued warrants and allotment of equity shares.