



**PRATHAM EPC  
PROJECTS LIMITED**

FORMERLY PRATHAM EPC PROJECTS PVT LTD

ISO 9001 : 2015 (QMS) - ISO 14001 : 2015 (EMS) - ISO 18001 : 2007 (OHSAS)

**NOTICE**

**PRATHAM EPC ROJECTS LIMITED**

**Registered Office:** A-1101, Sankalp Iconic Tower, Opp. Vikramnagar Colony, Iscon Cross Road, S.G. Highway, Ambli, Ahmedabad, Daskroi, Gujarat, India, 380058

**CIN:** L45200GJ2014PLC081119

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE** is hereby given to the Shareholders (the "Shareholders" or the "Members") of **PRATHAM EPC PROJECTS LIMITED** (the "Company") that the Extraordinary General Meeting ("EOGM") of the company will be held on Wednesday, 12<sup>th</sup> March, 2025 at 03:00 PM (IST) at the registered office of the company at A-1101, Sankalp Iconic Tower, Opp. Vikramnagar Colony, Iscon Cross Road, S.G. Highway, Ambli, Ahmedabad, Daskroi, Gujarat, India, 380058 to transact the following business ("Notice):-

**SPECIAL BUSINESS:**

**ITEM NO.01**

**To approve the issuance of equity shares on preferential basis:**

To approve the offer or invitation to subscribe to equity shares by way of preferential allotment on a private placement basis, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to (i) the provisions of Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force); (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations"), for the time being in force; and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time; (iv) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"); (v) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), and (vi) the memorandum and articles of association of the company; and subject to the approvals, consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approvals, consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the company (the "Board", which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the members of the company be and is hereby accorded to create, offer, issue and allot 4,92,611 equity shares of Rs.10/- each with a premium of Rs. 193 (INR One Hundred and Ninety Three only) ("Shares") for a consideration not exceeding an aggregate amount of Rs. 10,00,00,033 (Rupees Ten Crore and Thirty Three Only) to the following investors, each in terms of ICDR Regulations (the "Allottees") by way of preferential allotment on a private placement basis ("Preferential Allotment"), in accordance with the ICDR Regulations, Companies Act and other applicable laws and, on such terms and conditions as mentioned hereunder:





Name of Allottees	Permanent Account Number (PAN)	No. of Shares	Amount @ Share	Subscription Amount (in Rs.)
Ashish Rameshchandra Kacholia	AADPK0757F	2,46,306	203	5,00,00,118/-
Himalaya Finance and Investment Company	AACFH10770	2,46,305	203	4,99,99,915/-

**RESOLVED FURTHER THAT** the relevant date for the determination for the issue price for the Shares as per the ICDR Regulations is February 10th, 2025.

**RESOLVED FURTHER THAT** the Preferential Allotment shall be made on the following terms and conditions:

- i. Each Allottee shall be required to bring in 100% of the consideration for the relevant Shares on or before the date of allotment hereof.
- ii. The consideration for allotment of the relevant Shares shall be paid to the company from the bank account of each Allottee, respectively.
- iii. The Shares to be issued and allotted pursuant to this resolution shall be listed and traded on the Stock Exchanges.
- iv. Allotment of Shares shall only be made in dematerialized form.
- v. The Shares allotted to the Allottees shall rank pari passu inter-se with the existing equity shares of the company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the company and any applicable lock-in requirements in accordance with Regulation 167 of the ICDR Regulations.
- vi. The Shares shall be allotted within a period of 15 (fifteen) days from the date of this resolution. Where the allotment of the Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

**RESOLVED FURTHER THAT** subject to the ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion as deem fit within the scope of this approval of members and expedient and to make an offer to the Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act), without being required to seek any further consent or approval of the members.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act, 2013 complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Shares.





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**RESOLVED FURTHER THAT** the Directors, Chief Financial Officer and the Company Secretary of the company be and are hereby authorized severally to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including: (a) to make application(s) to the Stock Exchanges for obtaining in-principle approval for issuance of the subscription and listing of the Shares; (b) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, SEBI, Stock Exchanges and any other statutory authority for and on behalf of the company; (c) to represent the company before any Government / regulatory authorities; (d) to appoint any merchant bankers or other professional advisors, consultants and legal advisors, and (e) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, things or deeds as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilization of issue proceeds, as may be required.”

Date: 18<sup>th</sup> Febuaray,2025  
Place: Ahmedabad

By Order of the Board of Directors  
**Pratham EPC Projects Limited**

PALAK SHARMA Digitally signed by  
PALAK SHARMA  
Date: 2025.02.18  
16:21:42 +05'30'

Palak Sharma  
Company Secretary  
Membership Number (ACS A74543)





**NOTES**

1. A SHAREHOLDER/MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (EOGM) IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM. A PROXY NEED NOT BE A SHAREHOLDER/MEMBER OF THE COMPANY. The Instrument appointing proxies to be effective must be deposited at the Company's Registered Office duly completed and signed not less than 48 hours before the commencement of the EOGM.
2. A person can act as proxy on behalf of shareholders/members not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total share capital of the Company. In case of a shareholder/member who is holding more than 10% of the total share capital of the Company, a single person can be appointed as proxy and such person shall not act as proxy for any other person or shareholder. The instrument appointing proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a Body Corporate, it shall be under its seal or be signed by an officer or an attorney duly authorized by it. A proxy form is annexed at the end.
3. Shareholders / Members / Proxies / Authorized Representatives are requested to bring the attendance slips sent herewith to attend the Extraordinary General Meeting (EOGM), as no attendance slips would be made available at the EOGM and they are further requested to quote their Folio Numbers / BO ID in all the correspondences.
4. Institutional / Corporate Shareholders (i.e., other than individuals, HUF, NRI, etc.) intending to appoint their authorized representative(s) to attend the meeting pursuant to the provisions of Section 113 of the Companies Act, 2013, are requested to send to the Company & to the Scrutinizer, a certified true copy of the relevant Board Resolution together with specimen signature(s) of the authorized representative(s) to attend and vote on their behalf at the meeting.
5. In case of Joint holders attending the meeting, only such joint holders who are first holders/ higher in order of names will be entitled to vote.
6. The voting rights of the shareholders / members shall be in proportion to the paid up equity share capital of the Company held by them, as on the cut-off date i.e. 05<sup>th</sup> day, March, 2025. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, only shall be entitled to vote at the venue of meeting. A person who is not a Shareholder / member as on the cut-off date should treat this Notice for information purpose only
7. Any person, who acquires shares of the company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote as provided in the Notice conveying the Meeting, which is available on the website of the Company
8. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in dematerialized form are, therefore requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their dematerialized accounts.





SEBI vide its Circular dated November 3, 2021 and December 14, 2021 had mandated the submission of PAN, KYC details and nomination by holders of physical securities.

Shareholders holding shares in physical mode are requested to submit their PAN, KYC and nomination details to the Registrar and Share Transfer Agent of the Company, viz., MUFG Intime India Private Limited at 5th Floor, 506 TO 508, Amarnath Business Centre – 1 (ABC-1), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off C G Road, Ellisbridge, Ahmedabad - 380006. The forms for updating the same are available at <https://liiplweb.linkintime.co.in/KYC-downloads.html>.

In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, our Registrars are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents.

9. In support of the 'Green Initiative' announced by the Government of India, all the shareholders holding shares in electronic form are requested to intimate their email addresses to their respective DPs and shareholders holding shares in physical form are requested to intimate their email address to the Company's Registrar and Share Transfer Agent at e-mail id: [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in) mentioning the Company's name i.e. Pratham EPC Projects Limited, so as to enable the Company to send the required documents through electronic mode to their e-mail addresses.
10. Electronic copy of the Notice of the Extra Ordinary General Meeting of the Company inter-alia indicating the manner of voting along with Attendance Slip, Proxy Form is being sent to all the members whose email Ids are registered with the Company/ Depository Participant(s) for communication purposes
11. The Company or its Registrars and Transfer Agents, Accurate Securities & Registry Private Limited cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates, such changes are to be advised only to the Depository Participants
12. The Company has appointed Mrs. Viral Garachh, Practicing Company Secretary (Membership No F12558; CP No. 15293), to act as the Scrutinizer for conducting the voting process in a fair and transparent manner.
13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company/ Registrar of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holding should be obtained from the concerned Depository Participant and holding should be verified
14. With reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB as per SEBI (ICDR) Regulations, 2009 are exempted from e-voting facility to its shareholders.
15. Member/ Proxy holder shall hand over the attendance slip, duly filed in all respect, at the entrance for attending the Meeting along with a valid identity proof such as the PAN card, passport, AADHAR Card or driving license





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16. Route-map to the venue of the Meeting is provided in this Notice
17. During the Period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All documents referred to in the notice and the explanatory statement and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. and 4.00 p.m. on all days except Saturday, Sundays and public holidays, from the date hereof up to the date of the Meeting and at the venue of the Meeting for the duration of the Meeting.
18. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode in terms of the MCA Circular dated May 5, 2020, upon E-mail request by any Member of your Company. Members seeking to inspect such documents can send the e-mail to [pratham.construction@gmail.com](mailto:pratham.construction@gmail.com)





**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT,  
2013**

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act"), given here under sets out all material facts relating to the special business mentioned in this EGM Notice.

**ITEM NO.1**

The Board of Directors of the Company at their meeting held on Tuesday, February 18<sup>th</sup>, 2025, have approved the proposal to issue Equity Shares through Preferential Allotment to selected group of people as mentioned in the resolution and also given below in the explanatory statement.

Pursuant to provisions of Section 42 and 62 of Companies Act, 2013 ("the Act") and Rules made thereunder (the 'Act') and in accordance with the provisions of Chapter V "Preferential Issue" of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations") as amended from time to time and on terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the members by way of a Special Resolution.

The Board therefore, seeks approval of the members as set out in the notice, by way of Special Resolution to issue and allot Equity Shares through Preferential Allotment to the proposed Allottees.

Necessary information or details in respect of the proposed Preferential Issue of Equity Shares in terms of Section 42 and 62 of the Companies Act, 2013 read with Rule made thereunder and Chapter V of the SEBI ICDR Regulations are as under:

**1. The Object of Preferential Issue:**

The Company shall utilize the proceeds from the preferential issue of the Equity Shares to finance working capital requirements of the Company and for General Corporate purpose.

**2. The total number of securities, kind of securities and price at which securities is being offered:**

Issuance of upto 4,92,611 (Four Lakh Ninety Two Thousand Six Hundred and Eleven Only) fully paid-up Equity Shares of the Company of face value of Rs.10/- for cash at a price of Rs. 203/- (Two Hundred and three Rupees only) per Equity Shares (Rs. 10/- Face Value and Rs. 193/- Premium).





**3. Name of Proposed Allotees, Class of Person and No. of Shares proposed to be allotted to them:**

Sr No.	Name of Proposed Allotees	Status/Class of Allotees (Individual/Body Corporate/Trust/HUF /LLP/AIF)	Natural Persons who are Ultimate Beneficial Owner	Category (Promoter / Public)	No. of shares to be issued
1.	Ashish Rameshchandra Kacholia	Individual	Ashish Rameshchandra Kacholia	Public	2,46,306
2.	Himalaya Finance and Investment Company	Firm	Madhulika Agarwal	Public	2,46,305

**4. Particular of offer including the date of Board Meeting, maximum number of Securities to be issued and the issue price:**

The Board of Directors of the Company at their meeting held on 18<sup>th</sup> February , 2025 had subject to approval of members of the Company ("members") and such other approvals as may be required, approved preferential issue of up to 4,92,611 (Four Lakh Ninety Two Thousand Six Hundred and Eleven Only ) fully paid-up Equity Shares of the Company of face value of Rs. 10/- for cash price of Rs. 203/- ( Two Hundred and Three Rupees Only) {(Face Value Rs. 10 /- (Rupees Ten) and premium of Rs. 193/- (One Hundred and Ninety Three Rupees only)} being charged on each equity share aggregating to not more than Rs. 10,00,00,033/- (Rupees Ten Crore and Thirty Three Rupees Only).

**5. Basis or justification of the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer & pricing of the preferential issue:**

The Equity Shares of Company are listed on NSE Limited. The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI ICDR Regulations. Trading data of NSE, has been considered for pricing in compliance with Regulation 164 of Chapter V of SEBI ICDR Regulations. The floor price of Rs 202.79 (Rupees Two Hundred and Two and Seventy Nine Paise) is determined as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of equity shares and it is higher of the following:

- 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date: Rs. 202.79/- per Share;
- 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date: Rs. 176.90/- per Share





The Company has undertaken a report on valuation of Equity shares from Mr. Shivang Buch, an Independent Registered Valuer (Reg No. IBBI/RV/07/2023 15399) dated 12<sup>th</sup> February, 2024. and the price arrived is Rs. 202.79/- (Rupees Two Hundred Two and Seventy Nine Paise Only)

A copy of the report issued by the Registered Valuer is available on the website of the Company at [www.prathamepc.com](http://www.prathamepc.com)

The Board proposes to issue Equity Shares at a price of Rs. 203/- (Two Hundred and Three Only) per Equity Share, which is not less than the floor price determined in accordance with SEBI ICDR Regulations. The Board found it justified considering current scenario of the Company.

**Method of determination of price as per the Articles of Association of the company: -**

Not applicable as the Articles of Association of the company is silent on the determination of a floor price / minimum price of the equity shares issued on preferential basis.

**6. Relevant Date with reference to which the price has been arrived:**

The Relevant Date as per Chapter V of the SEBI ICDR Regulations for the determination of the price of the Equity Shares of the face value of Rs 10/- each to be issued is Tuesday, 10<sup>th</sup> February, 2025.

**7. Amount which the Company intends to raise by way of issue of Equity Shares:**

The Company proposes to raise upto Rs. 10,00,00,033/- (Rupees Ten Crore and Thirty Three Rupees Only) from the issue of Equity Shares.

**8. Intention of Promoters, Directors, Key Managerial Personnel (KMP), Senior Management Personnel to subscribe to the Preferential offer:**

None of the Promoters, Directors, Key Managerial Personnel or any of their Relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution set out in this Notice for the allotment of Shares, nor do such persons intend to subscribe to the preferential issue of Shares to the Investors

**9. The Proposed time within which the allotment shall be completed:**

In accordance with Regulation 170 of the ICDR Regulations, the allotment of the Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the Shareholders, provided that where the allotment is pending on account of pendency of any approval(s), permission(s) from any regulatory authority/body, the allotment shall be completed by the company within a period of 15 days from the date of such approval(s) or permission(s).





**10. Confirmation regarding willful defaulter or a fraudulent borrower/fugitive if any:**

The Company hereby confirms that neither the Company nor its promoters nor its Directors have been declared as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Company Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India. None of the Promoters and directors of the Company have been declared as fugitive economic offenders as per the Fugitive Economic Offender Act, 2018.

**11. Requirements as to re-computation of price:**

Since the Equity Shares of the Company are listed on recognized stock exchange for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulation 164(2), 164(3) and 167(5) of (h) of SEBI ICDR Regulations are not applicable.

**12. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered Valuer:**

Not applicable

**13. No of persons to whom allotment on preferential basis have been made during the year, in terms of number of securities as well as price:**

The Company has not made any preferential allotment during the year.

**14. The current and proposed status of the Allottee(s) post Preferential issue namely, Promoter or Non-Promoter:**

Sr No.	Name of Proposed Allottees	Current Status of the Propsoed Allottees	Proposed Status of the Proposed Allottees post the Preferential issue
1	Ashish Rameshchandra	Non-Promoter	Non-Promoter
2	Himalaya Finance and Investment Company	Non-Promoter	Non-Promoter

**15. Lock-in Period:**

The Equity Shares shall be subject to lock-in for such period as specified under the Provisions of relevant Regulation(s) of SEBI ICDR Regulations.

The entire Pre-Preferential Allotment shareholding of the allottees shall be locked-in as specified under Regulation 167(6) of the SEBI ICDR Regulations.





**16. Listing and Material Terms of the Issue:**

The Company will make an application to the Stock Exchange at which the existing Equity Shares are listed for listing of Equity Shares allotted by way of preferential issue. The above shares, once allotted, shall rank pari passu with the existing Equity Shares of the Company in all respects including dividend.

**17. Identity of Proposed Allottees (including natural personas who are the ultimate beneficial owners of equity shares proposed to be allotted and/or having ultimate control):**

Sr No.	Name of Proposed Allottees	Category	The identity of the natural persons who are the ultimate beneficial of owner of the Shares pursuant to be allotted and/or who ultimately control the proposed Allottees
1	Ashish Rameshchandra Kacholia	Non-Promoter	Not Applicable
2	Himalaya Finance and Investment Company	Non-Promoter	Madhulika Agarwal

**18. The Percentage (%) of Post Preferential Issue Capital that may be held by Allottees and Change in Control, if any, consequent to the preferential issue**

No. of Investor	Name of the Investor	No. of Equity Shares to be allotted	Category	Pre-Preferential Holding		Post-Preferential Holding	
				No. of Shares	% holding	No. of Shares	% holding
1	Ashish Rameshchandra Kacholia	2,46,306	Non-Promoter	0	0	2,46,306	1.35%
2	Himalaya Finance and Investment Company	2,46,305	Non-Promoter	0	0	2,46,305	1.35%

**Note:**





- I. There will be no change in the Promoters neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares allotted pursuant to this preferential issue.
- II. The Pre-issue Capital has been taken the Paid-up and Listed Capital as on Relevant Date i.e 1,77,60,000 Equity Shares of Rs. 10/- each for the calculation of pre-preferential shareholding of allottees.
- III. The Post-issue capital is derived on the assumption that the 4,92,611 Equity Shares proposed to be allotted in the present issue will be so allotted and accordingly the post issue capital after this preferential issue will be 1,82,52,611 Equity shares of face value of Rs.10/- each.

**19. Shareholding pattern of the issuer before and after the preferential issue:**

Please refer Annexure - A to this notice for details.

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

A Certificate from Viral. A. Garachh, Practicing Company Secretary (ICSI Membership No.: 12558 CP No: 15293), practicing Company Secretaries certifying that the preferential issue of Equity Shares is being made in accordance with requirements of SEBI ICDR Regulations shall be placed before the Extra-ordinary General Meeting of the Shareholders. The certificate shall be made available online for inspection to the Members at the Meeting and which can be accessed at [www.prathamepc.com](http://www.prathamepc.com) under Investor section.

**21. Principal terms of assets charged as securities:**

Not Applicable

**22. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:**

Except the Equity shares held before this preferential issue, no other contribution is being made by the existing promoters or directors either as part of the offer or separately in furtherance of objects.

**23. Other Disclosure:**

- I. The Company is in compliance with the conditions of continues listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations'.
- II. The Proposed Allottees have not sold or transferred any Equity Shares during the 90(ninety) trading days preceding the relevant date;
- III. Since the present issue size of the Company does not exceed Rs. 100 Crore (Rupees One Hundred Crore), the company is not required to appoint a monitoring agency





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Accordingly the approval of the Members of the Company is hereby subject by way of Special Resolution for authorizing the Board of Directors of the Company to create, issue and allot Subscription Shares as specifically described in the resolution set out at item no 1 of this Notice.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the accompanying notice for approval by the Members.

None of the other Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this special resolution as set out at Item No. 1 of this notice except and to the extent of their shareholding in the Company.

By Order of the Board of Directors  
**Pratham EPC Projects Limited**

**PALAK  
SHARMA** Digitally signed  
by PALAK  
SHARMA  
Date: 2025.02.18  
17:11:38 +05'30'

Palak Sharma  
Company Secretary  
Membership Number (ACS A74543)

Date: 18<sup>th</sup> Febuaray,2025  
Place: Ahmedabad

**Registered Office:** A-1101, Sankalp Iconic Tower, Opp. Vikramnagar Colony, Iscon Cross Road, S.G. Highway, Ambli, Ahmedabad, Daskroi, Gujarat, India, 380058





**Annexure-A**

The Company proposes to issue Equity Shares by way of preferential issue to the Non-Promoters (Public category) for cash as per the details given herein below:

Sr. No.	Category	Pre-Issue (14/02/2025)		Post-Issue	
		No. of Shares Held	% of shareholding	No. of Shares Held	% of shareholding
<b>A</b>	<b>Promoter Holding</b>				
1	<b>Indian</b>				
	Individual	12960000.00	72.97%	12960000.00	71.00%
	Bodies Corporate				
	<b>Sub-Total [1]</b>	12960000.00	72.97%	12960000.00	71.00%
2	<b>Foreign Promoters</b>				
	<b>Sub-Total [2]</b>	-	0	-	0
	<b>Total A=[1]+[2]</b>	<b>12960000.00</b>	<b>72.97%</b>	<b>12960000.00</b>	<b>71.00%</b>
<b>B</b>	<b>Non-Promoter Holding</b>				
1	<b>Indian</b>				
	Institutional Investors	6800.00	0.04%	6800.00	0.04%
	<b>Sub-Total [1]</b>	<b>6800.00</b>	<b>0.04%</b>	<b>6800.00</b>	<b>0.04%</b>
	<b>Non-Institutional Investors</b>				
	(i) Private Corporate Bodies	278400.00	1.57%	278400.00	1.53%
	(ii) Directors and relatives	-	0.00%	-	0.00%
	(iii) Indian Public (Individual)	4289200.00	24.15%	4535506.00	24.85%
	(iv) Others	113600.00	0.64%	359905.00	1.97%
	<b>Sub Total [2]</b>	<b>4681200.00</b>	<b>26.36%</b>	<b>5173811.00</b>	<b>28.35%</b>
	<b>Total [1] +[2]</b>	<b>4688000.00</b>	<b>26.40%</b>	<b>5180611.00</b>	<b>28.38%</b>
2	<b>Foreign</b>				
	Institutional Investors	4400.00	0.02%	4400.00	0.02%
	<b>Sub Total [1]</b>	<b>4400.00</b>	<b>0.02%</b>	<b>4400.00</b>	<b>0.02%</b>
	<b>Non-Institutional Investors</b>				
	Individual	107600.00	0.61%	107600.00	0.59%
	<b>Sub Total [2]</b>	<b>107600.00</b>	<b>0.61%</b>	<b>107600.00</b>	<b>0.59%</b>
	<b>Total [1] +[2]</b>	<b>112000.00</b>	<b>0.63%</b>	<b>112000.00</b>	<b>0.61%</b>
	<b>Total B =[1]+[2]</b>	<b>4800000.00</b>	<b>27.03%</b>	<b>5292611.00</b>	<b>29.00%</b>
	<b>Grand Total (A+B)</b>	<b>17760000.00</b>	<b>100.00%</b>	<b>18252611.00</b>	<b>100.00%</b>

