

7/Govt/SE/2025-26/0028  
8<sup>th</sup> September, 2025

**National Stock Exchange of India  
Limited Exchange Plaza, 5th Floor,  
Plot No. C/1, G Block, Bandra-Kurla  
Complex, Bandra (East),  
Mumbai 400 051  
Trading Symbol: PAKKA**

**BSE Limited  
Department of Corporate Service  
Phiroze Jeejeebhoy Towers  
25<sup>th</sup> Floor, Dalal Street  
Mumbai - 400 001  
Scrip Code: 516030**

**Sub: 45<sup>th</sup> Annual General Meeting ('AGM') Notice**

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015, please find enclosed herewith electronic copy of the Notice of the 45<sup>th</sup> Annual General Meeting ('AGM') for the Financial Year 2024-25, being sent today i.e. Monday, 8<sup>th</sup> September, 2025 by email to those members whose email addresses are registered with the Company/Depository Participants(s).

The requirements of sending physical copy of the Notice of the AGM to the Members have been dispensed with vide MCA Circular/s and SEBI Circular.

Kindly take the above information on record. The information in the above notice is also available on the website of the Company <https://pakka.com/> on the following link: <https://pakka.com/wp-content/uploads/2025/09/45th-Annual-General-Meeting-Notice.pdf>

Kindly bring it to the notice of all concerned.

Thanking you,

**Yours faithfully,  
for Pakka Limited**

Sachin Kumar Srivastava  
Company Secretary & Legal Head

**Encl:** As Above

## PAKKA LIMITED

**Regd. Office:** 312, Plaza Kalpana Society, 24/147, B-49, Birhana Road, Kanpur, Uttar Pradesh - 208001, India

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

**CIN:** L24231UP1981PLC005294 | **T:** +91 78000 18989

**E:** connect@pakka.com | **Website:** https://www.pakka.com

## Notice

NOTICE IS HEREBY GIVEN THAT THE 45TH ANNUAL GENERAL MEETING OF THE MEMBERS OF PAKKA LIMITED will be held on Tuesday, the 30<sup>th</sup> September, 2025 at 05:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following businesses:

### ORDINARY BUSINESSES:

1. To receive consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2025 together with the Reports of the Board of Directors and the Auditors thereon and if thought fit, to pass, the following resolutions as an Ordinary Resolution:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2025 and the reports of the Board of Directors' and Auditors' thereon laid before this meeting, be and are hereby considered, approved and adopted".

2. To receive consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2025 together with the Reports of the Auditors thereon and if thought fit, to pass, the following resolutions as an Ordinary Resolution:

"RESOLVED THAT the Audited Consolidated Financial Statement of the Company for the financial year ended on 31<sup>st</sup> March, 2025 and the report of the Auditors thereon laid before this meeting, be and are hereby considered, approved and adopted".

3. To appoint a Director in place of Mrs. Manjula Jhunjunwala (DIN: 00192901), who retires by rotation and being eligible, offer her candidature for re-appointment and if thought fit, to pass the following resolutions as an Ordinary Resolution:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, read with Articles of Association of the Company, Mrs. Manjula Jhunjunwala (DIN: 00192901), who retires by rotation and being eligible seeks re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation".

4. To appoint a Director in place of Mrs. Kimberly Ann McArthur (DIN: 05205436), who retires by rotation and being eligible, offer her candidature for re-appointment and if thought fit, to pass the following resolutions as an Ordinary Resolution:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with Article of Association of the Company, Mrs. Kimberly Ann McArthur (DIN: 05206436), who retires by rotation and being eligible seeks re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation".

### SPECIAL BUSINESSES:

5. APPOINTMENT OF THE SECRETARIAL AUDITOR OF THE COMPANY

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

**“RESOLVED THAT** pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (including any statutory amendments, modifications or re-enactment thereof, for the time being in force) and recommendations of the Audit Committee and Board of Directors, M/s. Amit Gupta & Associates, Company Secretaries (Firm Registration No. P2025UP103200) be and is hereby appointed as Secretarial Auditors of the Company for a term of five (5) years, commencing from the conclusion of 45<sup>th</sup> Annual General Meeting till the conclusion of 50<sup>th</sup> Annual General Meeting at such remuneration and on such terms and conditions as may be determined by the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board).

**RESOLVED FURTHER THAT** approval of the Members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

**6. TO REGULARIZE THE APPOINTMENT OF MRS. DINIKA BHATIA (DIN: 02724172), ADDITIONAL DIRECTOR (INDEPENDENT) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17 and 25 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mrs. Dinika Bhatia (DIN: 02724172) be and is hereby appointed as an

Independent Director (Non-executive) of the Company with effect from 30<sup>th</sup> June, 2025 for a period of five years or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

**7. TO CONSIDER THE APPOINTMENT OF MR. VED KRISHNA (DIN: 00182260) AS THE MANAGING DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, to pass the following Resolution(s) as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), recommendation of Nomination and Remuneration Committee, the approval of the Shareholders of the Company be and is hereby accorded for the change in designation of Mr. Ved Krishna (DIN:00182260) as the Managing Director of the Company for a period of 3 years with effect from 13<sup>th</sup> August, 2025 on the following remuneration and terms and conditions:-

- (a) **Basic Salary:** ₹9,87,918/- (Rupees Nine Lakhs Eighty-Seven Thousand Nine Hundred Eighteen Only) per month. The increment will be effective from 1<sup>st</sup> June each year. The increment amount will be decided by the Board on the recommendation of the Nomination & Remuneration Committee, subject to a maximum ceiling limit of ₹35,00,000/- (Rupees Thirty Five Lakhs Only) per month.
- (b) **Variable Dearness Allowance (V.D.A.):** ₹6,462/- per month. The same will be variable as per the applicable government order.
- (c) **Special Allowance:** ₹38,529/- (Rupees Thirty-Eight Thousand Five Hundred Twenty-Nine Only) per month. The same will be variable as per Company Policy as applicable from time to time.

- (d) **Travel / Conveyance Allowance:** ₹90,000/- (Rupees Ninety Thousand Only) per month. The same will be variable as per Company Policy as applicable from time to time.
- (e) **Production Incentive:** As per the applicable scheme for the Team Members of the Company, as amended from time to time.
- (f) **Commission on Net Profit:** Mr. Ved Krishna will be entitled for a Commission up to 0.50% of the net profit of the Company.
- (g) **Bonus:** Mr. Ved Krishna will be entitled to a Bonus as per the applicable scheme for the Team Members, as amended from time to time.
- (h) **Employees Provident Fund (EPF):** Mr. Ved Krishna will be entitled to the Employees Provident Fund as per the policy of the Company. The Company's contribution to Provident Fund, to the extent these are either singly or together, is not taxable under the Income Tax Act, 1961.
- (i) **National Pension Scheme (NPS):** Mr. Ved Krishna will be entitled to his employer's contribution to the National Pension Scheme as per the policy of the Company.
- (j) **Gratuity:** Mr. Ved Krishna will be entitled to Gratuity payable as per the policy of the Company.
- (k) **Encashment of Leave:** Mr. Ved Krishna will be entitled to Encashment of Leave. However, Encashment of leave at the end of his tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.
- (l) **Minimum Remuneration:** If in any accounting year, the Company has no profits or its profits are inadequate, or in any case, remuneration by way of salary, perquisites and other allowances will be subject to the ceilings set out in Schedule V of the Companies Act, 2013.
- (m) **Other Expenditure:** Mr. Ved Krishna will be entitled to reimbursement of entertainment, travelling, hotel and other expenses actually incurred by him in performance of the duties on behalf of the Company.
- (n) **Other Benefits:** Any other benefits, facilities, allowances and expenses may be allowed under Company rules/schemes and available to other employees.

- (o) **Sitting Fees:** No Sitting Fees will be paid for attending the meetings of the Board of Directors of the Company or Committees thereof.
- (p) **Allowance:** Payment of all the allowances, including production incentive, shall be limited to ₹50,00,000/- (Rupees Fifty Lakhs Only) p.m.
- (q) **Retire by rotation:** Mr. Ved Krishna's office shall not be liable to retire to rotation in terms of the provisions of Section 152(6) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the aforesaid terms and conditions shall be effective from 13<sup>th</sup> August, 2025.

**RESOLVED FURTHER THAT** Mr. Ved Krishna shall, subject to superintendence, control and directions of the Board of Directors, have substantial powers of management of the affairs of the Company and shall perform such duties and exercise such powers as have been or may from time to time be entrusted to or conferred upon him by the Board.

**RESOLVED FURTHER THAT** the consent of the shareholders of the Company be and is hereby accorded for payment of aforesaid remuneration, (i) notwithstanding loss or inadequacy of profit in the respective financial year during the tenure of his office; or (ii) even if the above payment or aggregate managerial remuneration of Managing Director/ Whole Time Directors or aggregate managerial remuneration of all directors exceeds the limits as specified in Section 197 (1) of the Companies Act, 2013 or the first/second proviso thereof; (iii) or even if the above payment exceeds the limits specified in Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**RESOLVED FURTHER THAT** the Board of Directors / Nomination & Remuneration Committee of the Company be and are hereby authorized to vary, modify or alter the terms and conditions of said reappointment as it may deem fit and as may be acceptable to Mr. Ved Krishna in compliance with Schedule V of the Companies Act, 2013 and other applicable provisions and laws, if any.

**RESOLVED FURTHER THAT** Mr. Gautam Ghosh, Executive Director, Mrs. Neetika Suryawanshi, Chief Financial Officer and Mr. Sachin Kumar Srivastava, Company Secretary & Legal Head of the Company be and are hereby severally authorized to do all acts and take all such steps as necessary,

proper or expedient to give effect to this resolution and to settle any question, or doubt that may arise in relation thereto."

**8. TO REVISE THE TERMS & CONDITIONS OF THE APPOINTMENT OF MR. GAUTAM GHOSH (DIN: 10371300) AS A DIRECTOR (EXECUTIVE & NON-INDEPENDENT) OF THE COMPANY.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Gautam Ghosh (**DIN: 10371300**), who was appointed as an Executive Director (Executive Director) of the Company by the Board of Directors at its meeting held on 24<sup>th</sup> November, 2023 be and is hereby appointed on the revised terms & condition as an Executive Director of the Company for a period of 3 years w.e.f. 1<sup>st</sup> February, 2025, and shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the recommendation of Nomination and Remuneration Committee and approval of the members of the Company be and is hereby accorded for change in terms & conditions of the appointment of Mr. Gautam Ghosh (**DIN: 10371300**) as the Director (Executive) of the Company for a period of 3 years with effect from 1<sup>st</sup> February, 2025 on the following remuneration and terms and conditions:-

**(a) Basic Salary:** ₹2,12,809/- (Rupees Two Lakhs Twelve Thousand Eight Hundred Nine Only) per month. The increment will be effective from 1<sup>st</sup> June each year. The increment amount will be decided by the Board on the recommendation of the Nomination & Remuneration Committee,

subject to an upper cap on the basic salary of ₹5,00,000/- (Rupees Five Lakhs Only) per month.

- (b) Variable Dearness Allowance (V.D.A.):** ₹6,462/- (Six Thousand Four Hundred Sixty Two Only) per month. The same will be variable as per the applicable government order.
- (c) Special Allowance:** ₹2,765/- (Rupees Two Thousand Seven Hundred Sixty Five Only) per month. The same will be revised from time to time as per the applicable policy of the Company.
- (d) Travel/Conveyance Allowance:** ₹25,000/- (Rupees Twenty-Five Thousand Only) per month. The same will be revised from time to time as per the applicable policy of the Company.
- (e) Production Incentive:** As per the applicable scheme for the Team Members of the Company, as amended from time to time.
- (f) Bonus:** Mr. Gautam Ghosh will be entitled to a Bonus as per the applicable scheme for the Team Members, as amended from time to time.
- (g) Employees Provident Fund (EPF):** Mr. Gautam Ghosh will be entitled to the Employees Provident Fund as per the policy of the Company. The Company's contribution to Provident Fund, to the extent these are either singly or together not taxable under the Income Tax Act, 1961.
- (h) National Pension Scheme (NPS):** Mr. Gautam Ghosh will be entitled to his employer's contribution to the National Pension Scheme as per the policy of the Company.
- (i) Gratuity:** Mr. Gautam Ghosh will be entitled to Gratuity payable as per the policy of the Company.
- (j) Encashment of Leave:** Mr. Gautam Ghosh will be entitled to Encashment of Leave. However, Encashment of leave at the end of his tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.
- (k) Minimum Remuneration:** If in any accounting year, the Company has no profits or its profits are inadequate or in any case, remuneration by way of salary, perquisites and other allowances will be subject to the ceilings set out in Schedule V of the Companies Act, 2013.

- (l) **Other Expenditure:** Mr. Gautam Ghosh will be entitled to reimbursement of entertainment, travel, hotel and other expenses actually incurred by him in the performance of the duties on behalf of the Company.
- (m) **Other Benefits:** Any other benefits, facilities, allowances and expenses may be allowed under Company rules/schemes and available to other employees.
- (n) **Sitting Fees:** No Sitting Fees will be paid for attending the meetings of the Board of Directors of the Company or Committees thereof.
- (o) **Allowance:** Payment of all the allowances, including production incentive, shall be limited to ₹5,00,000/- (Rupees Five Lakhs Only) p.m.
- (p) **Retire by rotation:** Mr. Gautam Ghosh's office shall be liable to retire to rotation in terms of the provisions of Section 152(6) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the aforesaid terms and conditions shall be effective from the date of passing of the resolution by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the consent of the shareholders of the Company be and is hereby accorded for payment of aforesaid remuneration, (i) notwithstanding loss or inadequacy of profit in the respective financial year during the tenure of his office; or (ii) even if the above payment or aggregate managerial remuneration of Executive Director/ Whole Time Directors or aggregate managerial remuneration of all directors exceeds the limits as specified in Section 197 (1) of the Companies Act, 2013 or the first/second proviso thereof; (iii) or even if the above payment exceeds the limits specified in Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to vary, modify or alter the terms and conditions of said reappointment as it may deem fit and as may be acceptable to Mr. Gautam Ghosh in compliance with Schedule V of the Companies Act, 2013 and other applicable provisions and laws, if any.

**RESOLVED FURTHER THAT** Mr. Ved Krishna, Managing Director, Mrs. Neetika Suryawanshi, Chief Financial Officer and Mr. Sachin Kumar Srivastava, Company Secretary & Legal Head of the Company be and are hereby severally

authorized to do all acts and take all such steps as necessary, proper or expedient to give effect to this resolution and to settle any question, or doubt that may arise in relation thereto."

## 9. PRIOR APPROVAL REGARDING RAISING OF FUNDS THROUGH SECURED/UNSECURED LOAN WITH AN OPTION TO CONVERSION INTO EQUITY SHARES

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

**"RESOLVED THAT** pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013, and the relevant rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended and the applicable laws, rules, regulations, notifications guidelines issued by various authorities including but not limited to the Government of India, SEBI, Reserve Bank of India ("RBI") and other competent authorities and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution), to convert in whole or in part, the loan given on or after the date of this resolution, by the various types of lenders to the Company up to the amount of INR 1000,00,00,000/- (Indian Rupees One Thousand Crores Only) in respect of such loan, at the option of the Lenders, into fully paid-up Equity Shares of the Company, on such terms and conditions as may be stipulated in the Loan agreement providing inter-alia the provision of such conversion as hereinbefore mentioned and subject to applicable laws.

**RESOLVED FURTHER THAT** the loan as hereinbefore mentioned would be converted into fully paid Equity Shares of the Company in accordance with the following conditions:

- i. the lender (or their agents or trustees) shall give notice in writing to the Company (hereinafter referred to as the "Notice of Conversion") of the exercise of their Conversion rights i.e. right to convert their loan into fully paid Equity Shares of the Company;
- ii. the conversion right reserved as aforesaid may be exercised by the Lenders in the event of the default/inability of the Company to repay, as stipulated in the Loan Agreement;
- iii. on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the Loan Agreement, allot and issue the requisite number of fully paid-up equity shares to the Lenders after due compliance of all applicable provisions of the Companies Act, 2013 and other applicable laws;
- iv. the Lender/s may accept the same in satisfaction of the part of the loans so converted and the loan shall stand correspondingly reduced;
- v. the equity shares so allotted and issued to the Lender/s shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari-passu with the existing equity shares of the Company in all respects;
- vi. The loans shall be converted into equity shares at a price will be decided at the time of conversion, subject to the compliance with applicable provisions of the Companies Act, 2013 and other applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalise the terms and conditions for raising the loan, from time to time, with an option to convert them into equity shares of the Company at any time till the loan is repaid, on the terms specified in the Loan Agreement, including upon happening of an event of default by the Company in terms of the Loan Agreement.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lenders as well as to dematerialize the shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lender/s arising from or incidental to the aforesaid terms, providing for such option.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable without being required to seek any further consent or approval of the members or otherwise in this regard and intent that they shall be deemed to have given their approval expressly by the authority of this resolution.

#### **10. TO EXTEND THE DATE OF VALIDITY OF WARRANTS FROM THE EXISTING 12 MONTHS TO 18 MONTHS**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time and other relevant rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated ("FEMA"), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with the relevant stock exchange where the equity shares of the Company are listed ("Stock Exchange"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company

(hereinafter referred to as the "Board" which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), and in partial modification to the approval of the members of the Company by way of a special resolution passed at extraordinary general meeting held on August 29, 2024 for issue, offer and allot, on a preferential basis up-to 36,00,000 (Thirty Six Lakhs) Fully Convertible Warrants ("Warrants") to persons belonging to Non-Promoter category, for cash, at an issue price of ₹272/- (Rupees Two Hundred Seventy-Two Only) per warrant which is a price higher than the minimum price determined in

accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, for an aggregate amount of up to ₹97,92,00,000/- (Rupees Ninety-Seven Crores and Ninety-Two Lakhs Only), the consent of the members of the Company be and is hereby accorded for the extension of the time for the exercise of an option by the Warrant holder(s) from existing period of 12 months to 18 months, from its allotment date into equivalent number of fully paid-up Equity Shares of face value of ₹10/- (Rupees Ten Only) each, in one or more tranches, and to issue fresh Equity Shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the following persons ("Proposed Allottee"), as per the revised terms:

Sr. No.	Name of Allottee	Permanent Account Number	Status	Number of Warrants allotted	Date of Allotment of Warrants	Last date for exercise of options (existing terms)	Last date for exercise of options (revised terms)
1	Carnelian Bharat Amritkaal Fund	AADTC3773D	AIF Category III	20,50,000	14.10.2024	13.10.2025	13.04.2026
2	Carnelian Asset Management LLP	AAOFC3442L	LLP	15,50,000	14.10.2024	13.10.2025	13.04.2026
	<b>TOTAL WARRANTS</b>			<b>36,00,000</b>			

**RESOLVED FURTHER THAT**, subject to the provisions of Chapter V of ICDR Regulations, all other terms regarding the Warrants shall remain unchanged as per the special resolution passed at the extraordinary general meeting held on August 29, 2024.

**RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of ₹10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

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

**RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of ₹10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions

contained in the Memorandum of Association and Articles of Association of the Company.

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

- a) Each Warrant held by the Allottee(s) shall entitle such allottee(s) to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment (the "**Warrant Exercise Period**").
- b) The Allottee(s) shall pay the balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants. (The Warrant holders had already paid on or before the date of allotment of Warrants, an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI (ICDR) Regulations, 2018, which is kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares.)

- c) Warrants, allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants, shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations.
- d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder.
- e) Warrants had been issued and allotted by the Company only in dematerialised form.
- f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- h) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants."

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

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board/Committee(s) of the Board and any authorized Key Managerial personnel by the Board in this behalf, be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s), filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions/difficulties that may arise in the

proposed issue, of the said equity shares, including making an offer to the proposed allottee through private placement offer letter, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

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

#### 11. TO EXTEND THE DATE OF VALIDITY OF PAKKA TEAM STOCK OPTION PLAN - 2021

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

**"RESOLVED THAT** pursuant to the provisions of Section 62 (1) (b) and other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) (**'the Act'**) read with applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**'SBEBS Regulations'**) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and in accordance with circulars / guidelines issued by Securities and Exchange Board of India (**'SEBI'**), the Memorandum of Association and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**), applicable provisions of the Foreign Exchange Management Act, 1999 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and Master Directions issued by the Reserve Bank of India, from time to time as amended, and other applicable regulations, rules and circulars / clarifications/ notifications guidelines in force, as may have been issued and as may be issued from time to time under any applicable law and subject to any approval(s) of any regulatory/ statutory authorities (including but not limited to Government of India, Ministry of Finance, Ministry of Corporate Affairs, Department for Promotion of Industry and Internal Trade, SEBI, Reserve Bank of India, BSE Limited ("BSE"), National

Stock Exchange of India Limited ("NSE"), wherein the equity shares of the Company are listed) to the extent applicable and as may be required, and subject to any such term(s), consent(s), sanction(s), approval(s), condition(s) or modification(s), if any, as may be prescribed or imposed by such authorities while granting such approval(s) and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the '**Board**', which term shall include the Nomination and Remuneration Committee ('**NRC**') constituted and designated by the Board to act as the 'Compensation Committee' under the SBEB Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution) and/or such other persons as may be authorized in this regard by the Board and/or the NRC, and in partial modification to terms and conditions approved by the shareholders of the Company in their extraordinary general meeting held on May 06, 2022, as amended vide special resolution passed by the shareholders of the Company in their extraordinary general meeting held on August 29, 2024, for issue and administration of the Team (Employee) Stock Options (hereinafter referred to as "Options"), under the **PAKKA TEAM STOCK OPTION PLAN - 2021 ('New TSOP')**, the consent/ approval of the shareholders of the Company be and is hereby accorded to the below-mentioned modifications:

- i. Extension of '**TSOP End Date**' from December 31, 2026, to December 31, 2031, or such further period beyond December 31, 2031, as may be determined by the Nomination & Remuneration Committee from time to time.

**RESOLVED FURTHER THAT** no further Options shall be granted to any Eligible Employees after the TSOP End Date. It is clarified that any Options granted, vested and exercised to the Eligible Employees till the **TSOP End Date** shall continue to be governed by the New TSOP. It is further clarified that any Options vested in the Eligible Employees shall have to be exercised on or before the TSOP End Date. Any Options vested in the Eligible Employee, but not exercised by the Eligible Employee till the TSOP End Date, shall automatically lapse after the TSOP End Date. Also, any Options which may have been granted but not vested till the TSOP End Date shall automatically lapse after the TSOP End Date.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of the New TSOP which shall not be detrimental to the interests of the Eligible Employees, subject to the conformity with the SBEB Regulations and issue clarifications in this respect and to take all such steps and do all acts as may be incidental or ancillary thereto.

**By Order of the Board of Directors,  
for Pakka Limited**

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

**Place:** Lucknow  
**Date:** 13.08.2025

**NOTES:**

1. Ministry of Corporate Affairs ("MCA") vide its circular no 09/2024 dated 19<sup>th</sup> Sep' 2024, read with circular issued earlier on the subject (collectively referred to as "MCA Circulars") had permitted holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ("SEBI") vide its Circular dated 3<sup>rd</sup> Oct' 2024 had also granted certain relaxations. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM. The company's registered office shall be deemed the venue for the AGM.
2. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act'), setting out material facts concerning the business, is not applicable. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**'SEBI Listing Regulations'**) and Secretarial Standard - 2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as **Annexure** to this Notice.  
  
In compliance with the provisions of the Act, SEBI Listing Regulations and Secretarial Standards on General Meeting and MCA Circulars, the 45<sup>th</sup> Annual General Meeting of the Company is being held through VC/ OAVM on Friday, 30<sup>th</sup> September, 2025, at 05:00 p.m. (IST). The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company situated at 312, Plaza Kalpana Society, 24/147, B-49, Birhana Road, Kanpur, Uttar Pradesh - 208001, India.
3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE AGM ARE NOT ANNEXED TO THIS NOTICE.**
4. Corporates/Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through the VC/OAVM facility. Corporate Members/ Institutional Investors (i.e. other than individuals, HUFs, NRIs etc.) who are intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM and to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at amitguptacs@gmail.com with a copy marked to evoting@nsdl.com and investor@pakka.com. Corporate Members/ Institutional Investors (i.e. other than individuals, HUFs, NRIs, etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter, etc. by clicking on the "Upload Board Resolution/Authority Letter" displayed under the "e-voting" tab in their login.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In case of joint holders attending the AGM, only such a joint holder who is higher in the order of the names as per the Register of Members of the Company, as of the cut-off date, will be entitled to vote at the Meeting.
7. In accordance with the aforesaid MCA Circulars and the Circular Nos. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/ HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Annual Report for FY 2024-25 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. The Company shall send the physical copy of the Annual Report FY 2024-25 to those Members who request the same at investor@pakka.com, mentioning their Folio No./DP ID and Client ID. The Notice convening the 45<sup>th</sup> AGM, along with the Annual Report FY 2024-25 will also be available on the website of the Company at www.pakka.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

8. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE\_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE\_ IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for the resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through the existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodrin/login>) and the same can also be accessed through the Company's website [www.pakka.com](http://www.pakka.com).

9. As per the provisions of Clause 3.A.II. of the General Circular No. 20/ 2020 dated May 05, 2020, the matter of Special Business appearing in the accompanying Notice, considered to be unavoidable by the Board and hence, forming part of this Notice.
10. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Pursuant to Regulation 44(6) of SEBI Listing Regulations, the Company is also providing a live webcast of the proceedings of the AGM. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM, without restriction on account of a first come first served basis.
11. The Notice convening the AGM has been uploaded on the website of the Company at [www.pakka.com](http://www.pakka.com) and can also be accessed from the relevant section of the websites of the Stock Exchange i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

12. SEBI vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023 has mandated that with effect from April 01, 2024 dividend to shareholders holding shares in physical form shall be paid only through electronic mode. Such payment shall be made only if the folio is KYC complaint i.e. the details of PAN, choice of nomination, contact details, mobile no. complete bank details and specimen signatures are registered.

In case of non-updation of PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend / interest etc. shall be paid upon furnishing all the aforesaid details in entirety.

13. According to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. April 01, 2020, and the Company is required to deduct tax at source (TDS) from the dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, valid PAN linked to Aadhar, and Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company.

Resident Individual Shareholder with PAN who is not liable to pay income tax can submit a yearly declaration in Form no 15 G/H to avail the benefit of non-deduction of tax at source by sending the forms on email to [admin@skylinerta.com](mailto:admin@skylinerta.com) **to enable the Company to determine the appropriate TDS/ withholding tax rate applicable, verify the documents and provide exemption.** For the detailed process, please visit the website of the Company at <https://www.pakka.com> and also refer to the email being sent to members in this regard on May 03, 2024.

Shareholders are requested to note that if the PAN is not correct/ invalid/ inoperative or have not filed their income tax returns, then tax will be deducted at higher rates prescribed under Sections 206AA or 206AB of the Income-tax Act, as applicable and in case of invalid PAN, they will not be able to get credit of TDS from the Income Tax Department.

Non-resident shareholders [including Foreign Institutional Investors (FIIs)/ Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary

documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may submit the above documents (PDF/JPG Format) by e-mail to investor@pakka.com.

14. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividends as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/ addition/deletion in such bank details. Accordingly, the Members holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective DPs. Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applied to the dividend paid on shares held in electronic form.
15. In terms of Regulation 40(1) of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. Further, SEBI had fixed March 31, 2021, as the cut- off date for the re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in dematerialized mode.
16. The requests for effecting transmission/transposition of securities shall be processed in the dematerialized form. In order to eliminate all risks associated with physical shares and avail various benefits of dematerialization. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Transfer Agent, Skyline Financial Services Private Limited ("Registrar" or "RTA") at admin@skylinerta.com for assistance in this regard. Members may also refer to Frequently Asked Questions ("FAQs") on the RTA's website <https://www.skylinerta.com>.
17. Members may please note that SEBI vide its Circular No. SEBI/ MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate;

endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company's RTA, Skyline Financial Services Private Limited at <https://skylinerta.com/> It may be noted that any service request received by member can be processed by RTA/the Company only after the folio is KYC Compliant.

18. Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends for 7 consecutive years are also liable to be transferred to the Demat account of the IEPF Authority. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may write to the Company/ RTA for advising the procedure for Claiming the shares / dividend from IEPF Authorities. On the shareholder/ Claimant compiling with the procedure advised and submitting the required documents, the Company shall issue Entitlement Letter. The Members can submit the Entitlement Letter along with Form IEPF5 and other required documents as mentioned at [www.iepf.gov.in](http://www.iepf.gov.in) and claim their shares from IEPF Authority. For details, please refer to the corporate governance report which is a part of this Annual Report and the investor page on the Company's website <https://www.pakka.com>. The unclaimed/unencashed dividends for the following financial years shall be transferred by the Company to the Investor Education and Protection Fund (IEPF), on the dates specified against the year:

**Due dates for transfer to IEPF account of unclaimed dividends declared by the company till date are as under:**

Particulars	Due date of Transfer
Final Dividend March 31, 2019	October 21, 2026
Final Dividend March 31, 2020	November 1, 2027
Final Dividend March 31, 2021	October 31, 2028
Final Dividend March 31, 2022	October 31, 2029
Final Dividend March 31, 2023	October 31, 2030

19. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the

shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self- attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

20. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH- 13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form No. SH-14. Members who are either not desiring to register for Nomination or would want to opt-out, are requested to fill out and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website at <https://www.skylinerta.com>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the share are held in physical form, quoting their folio no.
21. The format of the Register of Members prescribed by the MCA under the Act requires the Company/ Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividends, etc. Form No. ISR-1 for capturing additional details is available on the Company's website. Members holding shares in physical form are requested to submit the filled-in Form No. ISR- 1 to the RTA in physical mode. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.
22. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates and self- attested copies of the PAN card of the holders for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making the requisite changes. The consolidation will be processed in demat form.
23. During the AGM, Members may access the electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at investor@pakka.com latest by **Friday, 26<sup>th</sup> September, 2025 (upto 5.00 p.m.)**.

To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company 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 statements of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

24. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
25. Process for those members whose e-mail ids are not registered with the Depositories/the Company for procuring user id and password and registration of e-mail ids for e-voting for the resolution set out in this AGM Notice:
  - a. **Registration of email addresses with Skyline Financial Services Private Limited:** The Company has made special arrangements with Skyline Financial Services Private Limited and NSDL for the registration of e-mail addresses of those Members (holding shares either in electronic or physical form) who wish to receive this Notice electronically and cast votes electronically. Eligible Members whose e-mail addresses are not registered with the Company/ DPs are required to provide the same to Skyline Financial Services Private Limited on email id admin@skylinerta.com on or before 5.00 p.m. IST on **Friday, 26<sup>th</sup> September, 2025**.
    - i. The system will then confirm the e-mail address for receiving this Annual general meeting Notice.
    - ii. After the successful submission of the e-mail address, NSDL will e-mail a copy of this AGM Notice with the e-voting user ID and password. In case of any queries, Members may write to info@skylinerta.com or evoting@nsdl.com
  - b. **Registration of e-mail address permanently with Company/DP:** Members are requested to register the same with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by submitting the Form ISR1 duly filled and signed by the holders Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their DPs/ Skyline Financial Services Private Limited to enable servicing

of notices/documents/ Annual Reports and other communications electronically to their e-mail address in the future.

- 26. Alternatively, Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) to procure user id and password for e-voting by providing a Demat account number / Folio number and a scanned copy of the Share Certificate (front and Back) or client master, or copy of the Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card).**

The Individual Shareholders holding securities in Demat mode are requested to follow the steps mentioned below in Para 38 under Step 1 (A) i.e. "Login method for remote e-voting and joining the virtual meeting for Individual shareholders holding securities in Demat mode.

In terms of the SEBI circular dated December 09, 2020, on the 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 to access the e-voting facility.

- 27.** According to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) Regulation 44 of Listing Regulations (as amended), and the MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using a remote e-voting system as well as e-voting during the AGM will be provided by NSDL.
- 28.** Members of the Company holding shares either in physical form or in electronic form as of the cut-off date of **Friday, 26<sup>th</sup> September, 2025** may cast their vote by remote e-voting. The remote e-voting period commences on **Saturday, 27<sup>th</sup> September, 2025, at 9:00 a.m. (IST)** and ends on **Monday, 29<sup>th</sup> September, 2025, at 5:00 p.m. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-voting before the AGM and e-voting during the AGM) shall be in proportion to their share of the

paid-up equity share capital of the Company as of the cut-off date of **Friday, 26<sup>th</sup> September, 2025**. Subject to receipt of the requisite number of votes, the Resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the AGM i.e. **Tuesday, 30<sup>th</sup> September, 2025**. The Notice of the AGM indicating the instructions for the remote e-voting process can be downloaded from the NSDL's website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or the Company's website [www.pakka.com](http://www.pakka.com).

- 29.** Members will be provided with the facility for voting through an electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolutions for which the Member has already cast the vote through remote e-voting.
- 30.** A person whose name is recorded in the Register of Members or the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. **Friday, 26<sup>th</sup> September, 2025**, shall be entitled to avail of the facility of remote e-voting before the AGM as well as e-voting during the AGM. Any person holding shares in physical form and non- individual shareholders, who acquire shares of the Company and becomes a Member of the Company after the dispatch of this Notice and holding shares as on the cut-off date, i.e. **Friday, 26<sup>th</sup> September, 2025**, may obtain the User ID and password by sending a request along with the requisite documents as mentioned in para 21 above, at [evoting@nsdl.com](mailto:evoting@nsdl.com)
- 31.** The Members who are present during the AGM through VC/OAVM and have not cast their votes through remote e-voting, would be allowed to cast their vote during the AGM through e-voting.
- 32.** The Board of Directors has appointed Mr. Amit Gupta, Practicing Company Secretary (Membership No. FCS 5478 & CP No. 4682) as the Scrutinizer to scrutinize the remote e-voting process before the AGM as well as e-voting process during the AGM fairly and transparently.
- 33.** The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting (i.e. votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any

other person authorized by him in writing, who shall countersign the same. The results will be announced not later than 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer's Report shall be forwarded to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The results along with the Scrutinizer's Report shall also be placed on the website of NSDL and will also be displayed on the Company's website at <https://www.pakka.com>.

Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before Sunday, 28<sup>th</sup> September, 2025 through e-mail on [investor@pakka.com](mailto:investor@pakka.com). The same will be replied by the Company suitably.

- 34.** Members who would like to express their views/ ask questions as a speaker at the Meeting may pre- register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN, and mobile number at [investor@pakka.com](mailto:investor@pakka.com) between Monday, 22<sup>nd</sup> September 2025 (9.00 a.m. IST) and Sunday 28<sup>th</sup> September, 2025 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker on the dedicated email id [investor@pakka.com](mailto:investor@pakka.com) will be allowed to express their views/ask questions during the AGM.

When a pre-registered speaker is invited to speak at the meeting, but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good Internet speed. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

**35. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:**

1. In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Registrar and Transfer Agent (RTA) / Depository Participants (DPs)/ Depositories. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where the Annual Report for the financial year 2024-25 is available, is being sent to those Members whose email address is not registered with the Company/ Registrar and Transfer Agent (RTA) / Depository

Participants (DPs)/ Depositories. Members may note that the Notice and Annual Report for the financial year 2024-25 will also be available on the Company's website and can be accessed through the link: <https://www.pakka.com>, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of RTA at <https://www.skylinerta.com>.

2. For receiving all communication (including Annual Report) from the Company electronically:
  - a) Members holding shares in dematerialised mode are requested to register/update their e-mail address with the relevant Depository Participant. National Securities Depository Limited (NSDL) has provided a facility for registration/updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login>. Please refer to Note No. 25.
  - b) Members holding shares in physical mode are requested to follow the process set out in Note No. 25 in this Notice.

**36. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING, VOTING DURING THE MEETING, AND JOINING THE ANNUAL GENERAL MEETING ARE AS UNDER:**

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 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 AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://pakka.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and

[www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

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

**The remote e-voting period begins on Saturday, 27<sup>th</sup> September, 2025 at 05:00 p.m. and ends on Monday, 29<sup>th</sup> September, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 26<sup>th</sup> September, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 26<sup>th</sup> September, 2025.**

#### **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 and joining virtual meeting 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 securities in demat mode with NSDL.	<p>i. 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 company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>ii. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> 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 <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>iii. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>iv. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>v. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  <div style="display: flex; justify-content: center; gap: 20px;">   </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<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 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 and then user your existing my easi username &amp; password.</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> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a 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.</li> </ol>
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 or joining virtual meeting & voting during the meeting.

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

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

Login 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.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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

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

- i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- ii) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- iii) A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- iv) Your User ID details are given below :

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

- v) Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- vi) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.

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

## Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for 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 amitguptacs@gmail.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](http://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](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto: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 email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investor@pakka.com](mailto:investor@pakka.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investor@pakka.com](mailto:investor@pakka.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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto: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.

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at investor@pakka.com. The same will be replied by the company suitably.

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

**Place:** Lucknow  
**Date:** 13.08.2025

**By Order of the Board of Directors,**  
for **Pakka Limited**

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

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

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 11 of the accompanying Notice dated 13<sup>th</sup> August, 2025:

## ITEM NO. 5

The Company is required to make an appointment of a Secretarial Auditor in terms of the provisions of Regulation 24A of the SEBI Listing Regulations read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any (“the Act”). In accordance with the provisions of Regulation 24A of the SEBI Listing Regulations from the financial year 2025-26 onwards, the appointment of a Secretarial Auditor is required to be approved by the members in the AGM, and the term of a Secretarial Auditor shall be five years. The Audit Committee and the Board of Directors at their respective meetings held on May 29, 2025 and May 30, 2025, respectively, have considered the proposal. In compliance with the aforesaid provisions, on the recommendation of the Audit Committee, the Board of Directors recommends the appointment of M/s Amit Gupta & Associates (‘AGA’), Company Secretaries (Firm Registration No. P2025UP103200) as the Secretarial Auditors for a term of five (5) years commencing from the conclusion of 45<sup>th</sup> AGM till the conclusion of 50<sup>th</sup> AGM.

### Terms and conditions of appointment & remuneration:

- a) **Term of appointment:** For a term of five (5) years commencing from the conclusion of 45<sup>th</sup> AGM till the conclusion of 50<sup>th</sup> AGM.
- b) **Remuneration:** ₹2,50,000/- inclusive of all applicable taxes/- (Rupees Two Lakhs Fifty Thousand only) which may be increased to ₹5,00,000/- subject to approval of the Board of Directors for 5 Financial years from April 2025 upto March’ 2030 and out-of-pocket expenses in connection with the Secretarial audit limited to 50% of the Audit fees and would be paid at actuals.

- c) In addition to conducting Secretarial Audit for one term of consecutive five years, the Secretarial Auditor shall also issue such certificates for the above tenure as may be required under applicable laws from time to time at a remuneration to be determined by the Board.

The proposed fee is based on knowledge, expertise, industry experience, time and effort required to be put in by the Secretarial auditor, which is in line with the industry benchmark. The payment for services in the nature of certifications and other professional work, if any, will be in addition to the Secretarial audit fee and shall be determined by the Audit Committee and/or the Board of Directors.

AGA is a firm of Practising Company Secretaries, established in May 2002 by Mr. Amit Gupta, a fellow member having diversified experience. The firm is primarily engaged in areas of secretarial audit, corporate advisory services, transactional services, legal due diligence, compliance management, etc., for diverse entities, including the listed, unlisted, MSME and public sector. AGA is registered with the ICSI, and its partners are peer-reviewed in terms of the certificate issued by the Peer Review Board of ICSI. The firm has extensive experience in handling assignments for large, listed entities.

AGA have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. AGA have also confirmed their eligibility and independence under regulation 24A of SEBI Listing Regulations, the Companies Act, 2013, the Companies Secretaries Act, 1980, and Rules and Regulations made thereunder and has expressed their willingness to accept the appointment upon approval.

Considering the experience of AGA with the large, listed companies, and its expertise, the Audit Committee and the Board recommend the resolution as set out in item no. 5 for approval of the members as an ordinary resolution.

None of the directors and key managerial personnel and/ or their relatives is in any way, financially or otherwise, interested or concerned in this resolution.

## ITEM NO. 6

The Board of Directors of the Company ('the Board') passed resolution through circulation on 30<sup>th</sup> June, 2025, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), appointed Mrs. Dinika Bhatia as an Additional Director (Non-Executive & Independent) and recommended for the approval of the Members, the appointment of Mrs. Dinika Bhatia as a Director and also as an Independent Director of the Company, as set out in the Resolution. Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") provides that the listed entity shall ensure that approval of shareholders for the appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received notices in writing from members under Section 160 of the Act proposing the candidature of Mrs. Dinika Bhatia for the office of Director of the Company.

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

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

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

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

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

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

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

The Board commends the Special Resolution set out in Item No.6 of the Notice for approval by the shareholders.

## ITEM NO. 7 and 8

### Mr. Ved Krishna

Mr. Ved Krishna, the Group CEO and Strategy Head of Pakka Limited, was appointed as Managing Director of the Company in the meeting of the Board of Directors held on 13<sup>th</sup> August, 2025. His mission is to scale regenerative packaging solutions globally for a cleaner planet. He has led the business for over 20 years since taking over from his father and the company founder, Shri KK Jhunjunwala.

Having worked in many departments of the company, even during night shifts, he understands the pulp and paper business to its core. This deep experience taught him how to tackle everyday problems and make Pakka a leader in the industry. Under his leadership, Pakka has seen multi-fold growth. It was his vision that made

Pakka launch its flagship compostable tableware brand, Chuk, and become one of the first three companies in this category at the time.

He holds a BA (Hons) from London Metropolitan University, has partially completed an MS in Biomimicry from the University of Arizona, and pursued Advanced Management at ISB. Deeply inspired by nature, many of his innovations are aligned with natural packaging ideas.

Ved splits his time between homes in the USA and India as he constantly seeks expansion opportunities for the business. He enjoys outdoor activities like climbing, hiking, white-water rafting, scuba diving, and motorcycling. He also loves reading, podcasts, and music.

He is involved in various community projects through the Pakka Foundation and is a member of the Entrepreneurs Organization. He has held leadership roles with the Confederation of Indian Industry, Indian Pulp and Paper Technical Association, and Indian Paper Manufacturers Association. He also shares his insights through hosting "The Good Garbage Podcast."

In appreciation of the dedicated services and having regard to the increased responsibilities shouldered, rich and diversified experience in the industry and improved performance of the Company, the Board of Directors at its meeting held 13<sup>th</sup> August, 2025, approved the appointment of Mr. Ved Krishna as the Managing Director of the Company as recommended by Nomination and Remuneration Committee on terms & conditions in accordance with Board decision for a period of three years w.e.f. 13<sup>th</sup> August, 2025 subject to approval of the Members of the Company. The services of highly educated Managing Director with rich experience of corporate working will be in the best interest of the Company.

### **Mr. Gautam Ghosh**

The Board of Directors of the Company appointed pursuant to Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company, Mr. Gautam Ghosh as an Additional Director (Executive) of the Company and further designated him as an Executive Director of the Company with effect from 24<sup>th</sup> November, 2023.

Mr. Gautam Ghosh (**DIN:** 10371300) is an M.B.A. in Marketing from ITM Business School, Warangal. He is 41 years old and having rich experience in the field of Team Excellence and Liaisoning. He started his career with Pakka Limited on 7<sup>th</sup> January, 2015 as Liaison Head and Currently designed as Executive Director. The details of Mr. Gautam Ghosh as required to be given pursuant to the Listing Regulations and the Secretarial Standards, are forming part of this notice.

Regulation 17(1C) of the Listing Regulations provides that the listed entity shall ensure that approval of shareholders for the appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Pursuant to the provisions of Section 196(4) read with Schedule V of the Companies Act, 2013 and provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Shareholders of the Company is required for such appointment.

Pursuant to Section 197(1) of the Act, the total managerial remuneration payable by a public company, to its Directors, including Managing Director and Whole-time Director, and its Manager in respect of any financial year shall not exceed eleven percent of the net profits of the company for that financial year computed in the manner laid down in Section 198 of the Act. However, pursuant to the first proviso to Section 197(1) of the Act, the Company in the General Meeting may authorise the payment of remuneration exceeding eleven percent of the net profits of the company, subject to the provisions of Schedule V to the Act.

Further, pursuant to the second proviso to Section 197(1) of the Act, except with the approval of the Company in a General Meeting, by a Special Resolution, the remuneration payable to any one Managing Director or Whole-time Director or Manager shall not exceed five percent of the net profits of the Company and if there is more than one such director remuneration shall not exceed ten percent of the net profits to all such Directors and Manager taken together.

Further, pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the shareholders of the company by way of a Special Resolution is required for (i) payment of annual remuneration to the executive director, who is a promoter or member of the promoter group of the company, exceeding rupees 5 crore or 2.5 per cent of the net profits (computed as per the provisions of Section 198 of the Act) of the Company, whichever is higher; or (ii) where there is more than one such director, payment of aggregate annual remuneration to such directors exceeding 5 percent of the net profits (computed as per the provisions of Section 198 of the Act) of the company.

In terms of the provisions of Schedule V to the Act, the payment of aforesaid remuneration shall be made, for a period of three years, in the event of inadequacy of profits or losses in the respective financial year.

As proposed in item no. 7 and 8, the approval of the members of the Company by way of special resolution is sought in terms of the provisions of sections 196, 197

read with schedule V, other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and regulation 17(6)(e) of the SEBI Listing Regulations, 2015 for:

- a. the approval of the appointment of Mr. Ved Krishna and Mr. Gautam Ghosh on the terms and conditions as set out above, in terms of the provisions of section 196(3) and the part I of Schedule V of the Companies Act, 2013;
- b. payment of aforesaid managerial remuneration, even if the aggregate managerial remuneration of all directors exceeds the limit as specified in Section 197 (1) of the Companies Act, 2013;
- c. payment of aforesaid managerial remuneration, even if Individual limit exceeds five percent of the Net Profits of the Company or aggregate limit exceeds ten percent of Net Profits of the Company, in terms of the provisions of the second proviso to section 197(1) of the Companies Act, 2013;
- d. payment of aforesaid managerial remuneration, even if the same exceeds the limits provided in the table provided in Section II of Part II of Schedule V to the Companies Act, 2013; and

- e. payment of aforesaid managerial remuneration, even if the same exceeds five percent of the net profits or Rupees Five crore, whichever is higher, in terms of regulation 17(6)(e) of the SEBI Listing Regulation, 2015.

The Board has considered the parameters given under Section 200 of the Act and the rules made thereunder read with Schedule V to the Act for recommending the above remuneration. Details of Mr. Ved Krishna Mr. Gautam Ghosh pursuant to the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are given in Annexure to the Explanatory Statement. Details required as per Schedule V to the Act are also given as Annexure to the Explanatory Statement. The above may be treated as a written memorandum setting out the terms of remuneration of Mr. Ved Krishna and Mr. Gautam Ghosh under Section 190 of the Act.

Information as required under Para (B) of Section II of Part II of Schedule V to the Companies Act, 2013 is given elsewhere in the Annual Report.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.7 & 8 of the Notice.

#### Information required under Section II, Part II of Schedule V of the Companies Act, 2013 (in respect of business proposed at item no.7 & 8):

I. General Information			
Nature of Industry	Pakka Limited is engaged in the business of manufacturing and trading of products viz. Pulp, Kraft Paper, Poster Paper, Moulded (Tableware) Products, Bagasse Pith Pallets and Egg Tray.		
Date or expected date of commencement of commercial production	Existing Company incorporated on 05.05.1981		
Financial performance based on given indicators	<b>Financial Year</b>	<b>Turnover (Standalone) (In Lakhs)</b>	<b>Profit (Standalone) after tax (In Lakhs)</b>
	2022-23	40,830.82	5,146.24
	2023-24	40,474.29	4,866.93
	2024-25	40,604.09	5,669.79
Foreign investments or collaborations, if any	-NA -		

II. Information about the appointees																			
Background details	Mr. Ved Krishna ( <b>DIN:</b> 00182260) is the kind of leader who always finds a way forward, no matter the challenge. Over the past 14 years, he's helped regenerative solutions grow fourfold, always thinking ahead and pushing boundaries. He's got a natural talent for spotting new opportunities and turning them into growth. His optimism keeps the team energized, and with his guidance, we're excited for what's next.	Mr. Gautam Ghosh ( <b>DIN:</b> 10371300) is an M.B.A. in Marketing from ITM Business School, Warangal. He is 41 years old having rich experience in the field of Team Excellence and Liaisoning. He started his career with Pakka Limited on 7 <sup>th</sup> January, 2015 as Liaison Head and Currently designed as Executive Director.																	
Past remuneration	Details of past remuneration are as follows: <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th rowspan="2">Year</th> <th colspan="2">Remuneration (₹ In Lakhs)</th> </tr> <tr> <th>Mr. Ved Krishna</th> <th>Mr. Gautam Ghosh</th> </tr> </thead> <tbody> <tr> <td>2021-22</td> <td>48.11</td> <td>0.00</td> </tr> <tr> <td>2022-23</td> <td>2.67</td> <td>0.00</td> </tr> <tr> <td>2023-24</td> <td>0.00</td> <td>7.54</td> </tr> <tr> <td>2024-25</td> <td>0.00</td> <td>28.77</td> </tr> </tbody> </table>		Year	Remuneration (₹ In Lakhs)		Mr. Ved Krishna	Mr. Gautam Ghosh	2021-22	48.11	0.00	2022-23	2.67	0.00	2023-24	0.00	7.54	2024-25	0.00	28.77
Year	Remuneration (₹ In Lakhs)																		
	Mr. Ved Krishna	Mr. Gautam Ghosh																	
2021-22	48.11	0.00																	
2022-23	2.67	0.00																	
2023-24	0.00	7.54																	
2024-25	0.00	28.77																	
Recognition or awards	He has received many recognitions and awards related to his profession.	N.A.																	
Job profile and his suitability	Ved is the kind of leader who always finds a way forward, no matter the challenge. Over the past 14 years, he's helped regenerative solutions grow fourfold, always thinking ahead and pushing boundaries. He's got a natural talent for spotting new opportunities and turning them into growth. His optimism keeps the team energized, and with his guidance, we're excited for what's next.	Gautam is our team's go-to problem solver, known for his ever-present smile and unwavering energy. He's the kind of person who never says "no" and always brings his best to everything he does. As the Head of Team Excellence, he's loved by everyone—his positive attitude speaks for itself. Alongside this, he also oversees liaison efforts, making sure everything runs smoothly by building strong relationships wherever he goes.																	
Remuneration proposed	As mentioned in the resolution proposed for approval of the shareholders. At present the remuneration proposed to be paid is within the limits prescribed under Section 197 & 198 of the Companies Act, 2013 read with Schedule V. However, in future it may exceed the said limits.																		

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V and is comparable to the remuneration of Chief Executive Officer / Managing Director levels of similar sized companies in similar Industry.	
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	<p>Mr. Ved Krishna is not related to any of the Directors and Key Managerial Personnel of the Company except Mrs. Manjula Jhunhunwala and Mrs. Kimberly Ann McArthur.</p> <p>Besides remuneration, he is related as Promoter of the Company and holds 1,38,44,388 equity shares of the Company.</p>	<p>Mr. Gautam Ghosh is not related to any of the Directors and Key Managerial Personnel of the Company.</p> <p>Besides remuneration, he is in no manner concerned except holding 10,000 Equity shares of the Company.</p>
<b>III. Other Information</b>		
Reasons of special resolution for payment of proposed remuneration in case of inadequate profits	At present, the Company is having adequate profits. However, the appointment is for a term of three years and the future trend in the profitability will largely depend on business environment in the domestic and global markets, cost of inputs and general state of economy as a whole and Paper Industry in particular and other relevant factors. Therefore, the limits specified under Section 197(1) read with Schedule V of the Act and Listing Regulations, may exceed during the term of appointment and therefore necessary approval of the shareholders of the Company by way of special resolution is proposed to be obtained.	
Steps taken or proposed to be taken for improvement	<p>With the improvements in technology and processes that the Company has introduced and it expects a significant reduction in its operational costs. Further, the Company has been taking all the measures to have better yield and to reduce cost.</p> <p>The measures being taken by the Company, shall significantly improve the profitability of the Company.</p>	
Expected increase in productivity and profits in measurable terms	The Company is continually taking several initiatives in all spheres of its operations which, inter alia, include product innovation, launch of value-added products, improvement of efficiency parameters, cost reduction, increasing market share of its products and building a formidable branding position. The performance of the Company has consistently improved over the last few years. Such measures will enable the Company to have sustained growth and further consolidate its position in the industry in coming years.	
Defaults	The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.	

**IV. Disclosures:** Disclosures pursuant to Schedule V to the Act are given in the explanatory statement hereinbefore.

Details of remuneration paid / payable to the Directors for the year ended 31<sup>st</sup> March, 2025 and their shareholding and other disclosures as on that date are as under:

Sr. No.	Particulars	Mr. Ved Krishna Amount (₹ In Lakhs)	Mr. Gautam Ghosh Amount (₹ In Lakhs)
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961	0.00	28.77
	(b) Value of perquisites u/s 17(2) Income-tax Act,1961	0.00	0.00
	(c) Profits in lieu of salary under section7(3) Income tax Act, 1961	0.00	0.00
2.	Stock Option	--	30,000 Options (Already exercised on 2 <sup>nd</sup> September, 2023 and 30,000 equity shares were allotted)
3.	Sweat Equity	--	--
4.	Commission as % of profit - Others, specify...	--	--
5.	Others, please specify-P.F.	--	--
	<b>Total (A)</b>	--	<b>28.77</b>
	Service Contract/ Notice period/ Severance Fees	--	--
	Shareholding (Equity)	1,38,44,388	10,000

As required by Section 102 of the Companies Act, 2013 (the Act), the above Explanatory Statement sets out all material facts relating to the business mentioned under Item No.7 and 8 of the Notice.

The Board recommends the Special Resolution set out at Item No.7 and 8 of the Notice for approval by the shareholders.

### ITEM NO. 9

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or such other persons/ individuals as may be considered fit, provided that the total amount of moneys so borrowed shall not exceed INR 10,00,00,00,000/- (Indian Rupees One Thousand Crore Only).

Pursuant to Section 62(3) of the Companies Act, 2013, to enable the Company to raise loans to be converted into equity shares of the Company, the Company is required to pass Special Resolution prior to the raising of such loans.

Accordingly, the management of the Company desires to raise loans from the various types of lenders which may be converted into equity shares of the Company, as per the terms of agreement with the respective lender, within the framework approved in this resolution. The Board of Directors in their meeting held on 13<sup>th</sup> August, 2025 accorded approval for making such borrowing conversion of any loan that the Company may borrow from Various Lenders via Loan Agreement executed/ to be executed by the Company up to an amount not exceeding INR 10,00,00,00,000/- (Indian Rupees One Thousand Crore Only), and such loan may be converted into the Equity Shares of the Company at a later date, at the option of the Lenders, upon such terms and conditions as may be deemed appropriate by the Board and as stipulated in the Loan Agreement and within the framework of this resolution, at a price will be decided at the time of conversion. This would provide an enabling option to the Various Lenders, to convert the whole or any part of such outstanding loans into fully paid up Equity Shares of the Company.

Accordingly, the Board recommends the resolution as set forth in the item no. 9 of the Notice, for the consideration and approval of the Shareholders of the Company as Special Resolution, to enable the Company to raise loans from Various types of Lenders, the whole or part of their respective outstanding loans into the fully paid Equity Shares of the Company, at their option, upon such terms and conditions

as may be deemed appropriate by the Board and/or as stipulated in the Loan Agreement.

None of the Directors, Key Managerial Persons or their relatives, except the director whose loan is converted into the Equity Shares and his relatives, in any way, concerned or interested in the said resolution, except to their respective Shareholding of the company, if any.

## ITEM NO. 10

In terms of the approval accorded by the Board of Directors and shareholders of the Company, at their meetings held on 5<sup>th</sup> August, 2024 and 29<sup>th</sup> August, 2024, respectively, for the raising of funds up to ₹97.92 crores by creating, issuing,

offering and allotting to the extent of 36,00,000 (Thirty-Six Lakhs only) Fully convertible warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of ₹10/- each (**"Warrants"**) at a price of ₹272/- each payable in cash (**"Warrants Issue Price"**), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 12 (twelve) months, to proposed allottees, each being a part of the Non-Promoter category of the Company (referred to as the **"Proposed Allottees"**), by way of a preferential issue through private placement offer (the "Preferential Issue") to the **"Proposed Allottees"**, who presently are not a promoter or member of the promoter group of the Company, by way of a preferential issue on a private placement basis (**"Preferential Issue"**) for an aggregate consideration of ₹97,92,00,000/- (Rupees Ninety-Seven Crores and Ninety-Two Lakhs Only).

Against the receipt of 25% consideration as per the terms of the issue, the Company made allotment of 36,00,000 (Thirty-Six Lakhs only) Warrants to the below-mentioned persons:

Sr. No.	Name of Allottee	Permanent Account Number	Status	Number of Warrants allotted	Date of Allotment of Warrants	Last date for exercise of options (existing terms)	Last date for exercise of options (revised terms)
1	Carnelian Bharat Amritkaal Fund	AADTC3773D	AIF Category III	20,50,000	14.10.2024	13.10.2025	13.10.2026
2	Carnelian Asset Management LLP	AAOFC3442L	LLP	15,50,000	14.10.2024	13.10.2025	13.10.2026
	<b>TOTAL WARRANTS</b>			<b>36,00,000</b>			

### Material terms of the Warrants & changes proposed:

Sr. No.	Present Terms	Proposed Terms
1.	The Warrants shall be convertible into equity shares within a period of 12 (twelve) months from the date of allotment of the Warrants.	The Warrants shall be convertible into equity shares within a period of 18 (eighteen) months from the date of allotment of the Warrants.

It is relevant to mention that SEBI ICDR Regulations permits the time period of 18 months for exercise of the options by respective option holders. Therefore, the proposed change is well within the applicable laws.

### Other terms of Warrants including the terms for the Conversion, as summarized remains unchanged:

- (i) The Warrant holder shall have the right to convert the Warrants into fully paid-up equity shares of the Company of face value of ₹10 (Indian Rupees Ten only) each, in one or more tranches, by delivering a notice of conversion (**"Conversion Notice"**) to the Company requesting the conversion of the relevant number of Warrants into equity shares, on the date designated as the specified conversion date in the Conversion Notice (**"Conversion Date"**).
- (ii) The conversion ratio is 1 (one) equity share in lieu of 1 (one) Warrant.
- (iii) Prior to the Conversion Date, the Warrant holder shall pay the Warrant exercise amount for the relevant Warrants it proposes to convert, and the Company

shall, upon receipt of such payment in the designated bank account, on the Conversion Date, in accordance with applicable law to issue and allot equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Warrant holder in lieu of the relevant Warrants.

- (iv) The Company shall file the certificate from its statutory auditor with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169(4) of the SEBI ICDR Regulations from the Warrant holder and that the relevant documents thereof are maintained by the Company as on the date of certification.
- (v) The Company shall issue and allot the equity shares to the Warrant holder in dematerialized form and seek final approval from the Stock Exchanges for listing the equity shares allotted to the Warrant holder pursuant to the conversion of the Warrants. All equity shares (upon conversion of the Warrants) shall be credited into the Warrant holder's demat account within 7 (seven) business days from the Conversion Date.
- (vi) The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Preferential Issue and conversion of the Warrants.
- (vii) The procedure for conversion of warrants into equity shares set out above shall be applicable for conversion of each Warrant into equity shares, irrespective of the number of tranches in which the Warrant holder issues a Conversion Notice in accordance with Paragraph B(i) above.

The proposed change is also in the interest of the Company, shareholders and Warrant holders. The Board of Directors of the Company in their meeting held on 13<sup>th</sup> August, 2025 had considered and approved the proposal, subject to necessary approval of the shareholders.

None of the Directors, Key Managerial Personnel or their relatives are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 10 of this notice except and to the extent of their shareholding in the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said warrants to the

Proposed Allottees is being sought by way of a special resolution as set out in the said item no. 10 of the Notice.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

The Board of Directors believes that the extension in the time for the exercise of warrants from 12 months to 18 months as per applicable provision for SEBI ICDR Regulation. Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 10 of the Notice for approval by the Members of the Company as a Special Resolution.

### ITEM NO. 11

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

The present status of Options is as under:

Sr. No.	Details	Number of Stock Options	
		Date of Grant	No. of Options
1.	Number of stock option for which In-principle approval granted by BSE Limited and National Stock Exchange of India Limited	20,00,000	
2.	No of stock options granted by the Company	07.07.2022	14,16,600
		02.09.2023	1,25,400
		27.06.2024	22,500
		<b>Total</b>	<b>15,64,500</b>
3.	No of Stock options vested	13,66,800	

Sr. No.	Details	Number of Stock Options	
4.	No of stock options exercised	<b>Date of Exercise</b>	<b>No. of Equity Shares</b>
		02.09.2023	10,89,600
		27.06.2024	2,51,700
		<b>Total</b>	<b>13,41,300</b>
5.	Balance No of stock options, available for grant	4,85,300 (including 49800 options added back to pool)	

Accordingly, the Company has 4,85,300 stock options available for the Grant. Pursuant to the present approval of the shareholders, the 'TSOP End Date' is December 31, 2026. This means that any Options granted, vested and exercised to the Eligible Employees till the TSOP End Date shall continue to be governed by the New TSOP, however, any Options vested in the Eligible Employees shall have to be exercised on or before the TSOP End Date. Any Options vested in the Eligible Employee, but not exercised by the Eligible Employee till the TSOP End Date shall automatically lapse after the TSOP End Date. Also, any Options which may have been granted but not vested till the TSOP End Date shall automatically lapse after the TSOP End Date.

Accordingly, it is proposed on the recommendations of the Nomination & Remuneration Committee and Board of Directors of the Company, in their respective meetings held on 13<sup>th</sup> August, 2025 and 13<sup>th</sup> August, 2025 respectively,

to extend the 'TSOP End Date' from December 31, 2026, to December 31, 2031, or such further period beyond December 31, 2031, as may be determined by the Nomination & Remuneration Committee from time to time.

It is also confirmed that the proposed changes are beneficial to the Employees and not way detrimental to the interests of the Eligible Employees.

The Board of Directors of the Company and/or Nomination & Remuneration Committee shall be authorized to make necessary changes in the TSOP to give effect to the approval granted pursuant to this approval and to do all such acts and deeds as may be considered necessary and proper to give effect to this resolution.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

The Board of Directors believes that the proposed change is in the best interest of the Company, its Members and employees, therefore recommends the resolution at Item No. 11 of the Notice for approval by the Members of the Company as a Special Resolution.

**By Order of the Board of Directors,  
for Pakka Limited**

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

**Place:** Lucknow  
**Date:** 13.08.2025

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

Sr. No.	Particulars	Mrs. Manjula Jhunjunwala	Mrs. Kimberly Ann McArthur	Mr. Ved Krishna	Mr. Gautam Ghosh	Ms. Dinika Bhatia
1.	<b>Category / Designation</b>	Non-Executive Director, Promoter	Promoters' Group (Non-Executive and Non-Independent Director)	Non-Independent, Promoter & Managing Director	Non-Independent / Executive Director	Non-Executive, Independent Director
2.	<b>Director Identification Number (DIN)</b>	00192901	05206436	00182260	10371300	02724172
3.	<b>Age</b>	73 years	51 years	50 years	41 years	38 years
4.	<b>Date of Birth</b>	19.03.1952	19-05-1974	18-06-1975	10-03-1984	12-08-1987
5.	<b>Original Date of Appointment</b>	17.06.1981	13-02-2012	30-05-1999	24-11-2023	30-06-2025
6.	<b>Qualifications</b>	B.A. (Hons.), B.Ed.	Master In Communication	B.A. (Hons.)	M.B.A.	Bsc in Business Administration from University of Southern California
7.	<b>Occupation</b>	Educationist	Business	Industrialist	Service	Industrialist
8.	<b>Directorship in other Companies*</b>	1. Yash Agro Products Limited	NIL	1. Pakka Impact Limited	NIL	1. DRB Foods Pvt Ltd 2. Brunello Capital Advisers Private Limited
9.	<b>Chairmanship / Membership of Committees in other Companies*</b>	NIL	NIL	NIL	NIL	NIL
10.	<b>Number of Equity Shares held in the Company</b>	5,56,743 equity shares	NIL	1,38,44,388 equity shares	10,000 equity shares	NIL
11.	<b>Number of Equity Shares held directly in the Company or for any other person on a beneficial basis</b>	NIL	NIL	NIL	NIL	NIL

Sr. No.	Particulars	Mrs. Manjula Jhunjunwala	Mrs. Kimberly Ann McArthur	Mr. Ved Krishna	Mr. Gautam Ghosh	Ms. Dinika Bhatia
12.	<b>Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company</b>	1. Mr. Ved Krishna 2. Mrs. Kimberly Ann McArthur	Wife of Mr. Ved Krishna, Vice-Chairman, Non-Executive (Promoter) and Daughter in Law of Mrs. Manjula Jhunjunwala, Non-Executive Director (Promoter)	1. Mr. Ved Krishna 2. Mrs. Kimberly Ann McArthur	NIL	NIL
13.	<b>Terms and conditions of appointment or re-appointment</b>	Appointed as Director retire by rotation.	Appointed as Director retires by rotation.	Appointed as Director not to be retire by rotation.	Appointed as Direct retire by rotation.	Appointed as Direct retire by rotation.
14.	<b>Remuneration last draw (in FY 2024-25), if applicable</b>	Sitting Fees - ₹15.50 Lakhs	Sitting Fees - ₹4.50 Lakhs	Sitting Fees - ₹6.60 Lakhs	Salary - 28.77 Lakhs	Not Applicable
15.	<b>Remuneration proposed to be paid</b>	Mrs. Manjula Jhunjunwala is a Non-Executive Director (Promoter Group) of the Company and is paid sitting fees ₹50,000/- for attending each meeting of Board, ₹30,000/- for Committee of Board and pension of ₹1,00,000/- per month currently or as approved by the Board of Directors from time to time.	Mrs. Kimberly Ann McArthur is a Non-Executive Director (Promoters' Group) of the Company and is paid sitting fees ₹50,000/- for attending each meeting of Board, ₹30,000/- for Committee of Board or as approved by the Board of Directors from time to time.	As per terms & conditions as contained in the resolution of his appointment forming part of this notice.	As per terms & conditions as contained in the resolution of his appointment forming part of this notice.	Ms. Dinika Bhatia is an Independent Director of the Company and is paid sitting fees ₹50,000/- for attending each meeting of Board, ₹30,000/- for Committee of Board or as approved by the Board of Directors from time to time.
16.	<b>Number of Meetings of the Board attended during the year</b>	4	6	9	9	Not Applicable
17.	<b>Justification for choosing the appointees for appointment / re-appointment as Independent Director</b>	Considering her extensive knowledge, experiences and long-term association that would be in the best interest of the Company and will continue to provide relevant skill set.	Considering her extensive knowledge and experiences and that would be in the best interest of the Company and will continue to provide relevant skill-set.	Considering his extensive knowledge, experiences and long-term association that would be in the best interest of the Company and will continue to provide relevant skill set.	Considering his extensive knowledge, experiences and longterm association that would be in the best interest of the Company and will continue to provide relevant skill set.	Considering her extensive knowledge, experiences and long-term association that would be in the best interest of the Company and will continue to provide relevant skill set.

Sr. No.	Particulars	Mrs. Manjula Jhunjhunwala	Mrs. Kimberly Ann McArthur	Mr. Ved Krishna	Mr. Gautam Ghosh	Ms. Dinika Bhatia
18.	<b>Skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	<p>Mrs. Manjula Jhunjhunwala is our founder Director. As our founder Mr. K. K. Jhunjhunwala always said 'the business is here because of her. She sold her jewellery to provide the seed capital to her husband to establish the business. Mrs. Manjula Jhunjhunwala is a revered educationist and philanthropist. She has built a great name in the field of early education through Jingle Bells Nursery Schools Society. Her passion is to build a better nation for the future generations and works tirelessly towards the same.</p>	<p>Mrs. Kimberly Ann McArthur is passionate about life. She earned a Masters in Communication and built her company Freerange Studios in the USA from a start up to a well-known design firm that works on social causes.</p> <p>Mrs. Kimberly Ann McArthur knows how to communicate. She has a brain that can look at issues and guide as they need to be handled. From experience in running her own business for ten years, she gained business strategic experience combined with her great acumen for aesthetics and design. She also has a deep commitment to Papers' CSR efforts.</p>	<p>Ved is the kind of leader who always finds a way forward, no matter the challenge. Over the past 14 years, he's helped regenerative solutions grow fourfold, always thinking ahead and pushing boundaries. He's got a natural talent for spotting new opportunities and turning them into growth. His optimism keeps the team energized, and with his guidance, we're excited for what's next.</p>	<p>Gautam is our team's go-to problem solver, known for his ever-present smile and unwavering energy. He's the kind of person who never says "no" and always brings his best to everything he does. As the Head of Team Excellence, he's loved by everyone—his positive attitude speaks for itself. Alongside this, he also oversees liaison efforts, making sure everything runs smoothly by building strong relationships wherever he goes.</p>	<p>Dinika Bhatia is the spark behind Nutty Gritties, a modern brand born from a legacy that dates back to 1887. As CEO of DRB Foods, she's on a mission to make healthy snacking delicious, accessible, and purpose-driven. Whether it's feeding kids, empowering farmers, or mentoring women entrepreneurs, Dinika brings heart to business and a whole lot of nuts to your pantry.</p>

**By Order of the Board of Directors,**  
for Pakka Limited

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

Place: Lucknow  
Date: 13.08.2025