

**EXTRA-ORDINARY
GENERAL MEETING OF
PAKKA LIMITED**

PAKKA LIMITED

Regd. Office: 2nd Floor, 24/57, Birhana Road, Kanpur – 208001, Uttar Pradesh

Corp. Office: Darshan Nagar, Ayodhya – 224 135, Uttar Pradesh

CIN - L24231UP1981PLC005294 | T: +91 5278 258174

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

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF PAKKA LIMITED will be held through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) on Thursday, the 22nd day of February, 2024 at 10:00 a.m. (IST) to transact the following businesses:

SPECIAL BUSINESS

ITEM 1: TO REGULARIZE 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 Additional Director (Executive Director) of the Company by the Board of Directors at its meeting held on 24th November 2023 and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a ‘Director’ of the Company, 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 the appointment of Mr. Gautam Ghosh (DIN: 07639849) as the Director (Executive) of the Company for a period of 5 years with effect from 24th November 2023 on the following remuneration and terms and conditions:

(a) Basic Salary: Rs.97,445/- (Rupees Ninety-Seven Thousand Four Hundred Forty-Five Only) per month. The increment will be effective from 1st 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 Rs.2,00,000/- (Rupees Two Lakhs Only) per month.

(b) Variable Dearness Allowance (V.D.A.): Rs.5,576/- (Five Thousand Five Hundred Seventy-Six Only) per month. The same will be variable as per applicable government order.

(c) Outfit Allowance: Rs.3,500/- (Rupees Three Thousand Five Hundred Only) per month. The same will be revised from time to time as per the policy of the Company.

(d) For Serving Office Duties: Rs.6,500/- (Rupees Six Thousand Five Hundred Only) per month. The same will be revised from time to time as per the policy of the Company.

(e) Special Allowance: Rs.2,768/- (Rupees Two Thousand Seven Hundred Sixty-Eight Only) per month. The same will be revised from time to time as per the policy of the Company

(f) Production Incentive: As per the applicable scheme for the Team Members of the Company, as amended from time to time.

(g) Bonus: Mr. Gautam Ghosh will be entitled to Bonus as per the applicable scheme for the Team Members, as amended from time to time.

(h) 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 either singly or together are not taxable under the Income Tax Act, 1961.

(i) National Pension Scheme (NPS): Mr. Gautam Ghosh will be entitled to his employers' contribution to the National Pension Scheme as per the policy of the Company.

(j) Gratuity: Mr. Gautam Ghosh will be entitled to Gratuity payable as per the policy of the Company.

(k) 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.

(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. 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.

(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 Rs.1,50,000/- (Rupees One Lakh Fifty Thousand Only) p.m.

(q) 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 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. Jagdeep Hira, 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."

ITEM 2: TO INCREASE THE BORROWING LIMITS OF THE COMPANY BEYOND THE PAID-UP CAPITAL AND FREE RESERVES OF THE COMPANY

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

“RESOLVED THAT in supersession of the earlier resolution passed by the members at their meeting held on 9th August, 2014 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary, the company be and is hereby authorized to borrow money from time to time, by way of loan, debentures, bonds or other instruments, from time to time at its discretion either from the Company’s bankers or from other banks, financial institutions or persons or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board may constitute to exercise its powers including the powers conferred by this resolution) on such terms and conditions as may be considered suitable by the Board for

the business of the company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital and its free reserves i.e., reserves not set apart for any specific purpose provided that the outstanding aggregate borrowings of the company shall not exceed Rs. 1000 crores (Rupees One Thousand Crores only)”.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized to finalize, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the above powers to a Committee constituted / to be constituted by the Board and/or any Member of such Committee / Board and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

ITEM 3: TO GET CONSENT TO HYPOTHECATE AND MORTGAGE THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY PURSUANT TO SECTION 180(1) (A) OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT in supersession of the earlier resolution passed by the members at their meeting held on 9th February, 2014 and pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals as may be necessary, the consent of the shareholders be and is hereby accorded to create charges and/ or mortgage and/or hypothecation in addition to the existing charges and/or mortgage and/ or hypothecation created by the Company on all the movable / immovable properties of the Company wherever situated, present or future, whether by first charge / mortgage or subsequent charges / mortgages, as the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board may constitute to exercise its powers including the powers conferred by this resolution) may direct together with power to take over the management / undertaking of the Company in certain events to or in favour of all or any of the financial institutions, bankers to the Company or other bankers, other bodies corporate and other lenders (hereinafter collectively referred to as “the Lending Agencies”) and/or trustees for the holders of the debentures / bonds / other instruments to secure borrowings of Company by way of loan / issue of debentures

/ bonds / other instruments which may be issued on pari passu basis or otherwise not exceeding Rs. 1,000 Crores (Rupees One Thousand Crores only), which have been obtained or may be obtained from or privately placed with the lending agencies together with interest thereon at the agreed rates, further interest, liquidated damages, premium on prepayment or on redemption, costs, charges, expenses and all other monies payable by the Company, to the trustee under the trust deeds entered into or to be entered into by the company in respect of the said borrowings.

RESOLVED FURTHER THAT the mortgage/ charge created / to be created and /or all agreement(s) / documents executed /to be executed and all acts done in terms of the above resolution by and all acts done in terms of the above resolution by and with the authority of the Board to be and hereby confirmed and ratified.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments, agreements and writings as may be required and to delegate all or any of its powers herein conferred to a Committee constituted / to be constituted by the Board and/or any Member of such Committee with power to the said Committee to sub-delegate its powers to any of its Members for the purpose of giving effect to the aforesaid Resolution.”

ITEM 4: TO APPROVE TRANSACTIONS UNDER SECTION 185 OF THE COMPANIES ACT, 2013

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 185 & 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), memorandum and articles of association and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to grant loan, guarantee, security or make investments by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures (whether convertible or non-convertible) or any other financial instruments in entities covered under the provisions of Section 185(2) and related parties of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations of such sums not exceeding Rs. 200 (Rupee Two Hundred) Crores, as may be decided by Board/ Committee of Directors as permitted or subject to the provisions specified therein from time to time.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, investment, Corporate Guarantee, Security and to do all such acts,

deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient including to delegate or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise and to do all things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By Order of the Board of Directors,
for Pakka Limited



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

Place: Ayodhya
Date: 30th January, 2024

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular No. 3/2022 dated 5th May, 2022 read with General Circular No.14/2020 dated 8th April, 2020, General Circular No.17/2020 dated 13th April, 2020, General Circular No.22/2020 dated 15th June, 2020, General Circular No.33/2020 dated 28th September, 2020, General Circular No.39/2020 dated 31st December, 2020, General Circular No.10/2021 dated 23rd June, 2021, General Circular No.20/2021 dated 8th December, 2021 and General Circular No.11/2022 dated 28th December, 2022 (collectively referred to as **‘MCA Circulars’**), the Company is being permitted for convening the Extra-ordinary General Meeting (“EGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with SEBI Circular dated 5th January, 2023, the EGM of the Members of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company situated at 2nd Floor, 24/57, Birhana Road, Kanpur – 208001, Uttar Pradesh, India.

2. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended (‘Act’) setting out material facts concerning the business with

respect to Item No. 1 forms part of this Notice.

3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM 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 EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. Since the EGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

5. Dispatch of EGM Notice through Electronic Mode:

In compliance with the MCA Circulars and SEBI Circular, Notice of the EGM along with Annexures is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participants. Members may note that the EGM Notice will also be available on the Company’s website www.pakka.com, websites of the Stock Exchange that is BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com, NSDL i.e. www.evoting.nsdl.com and on the website of Company’s Registrar and Transfer Agent, Skyline Financial Services Private Limited (“Skyline”) at www.skylinerta.com.

6. To support ‘Green Initiative’ for receiving all

communication (including EGM Notice) from the Company electronically:

a) Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at info@skylinerta.com.

b) Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant.

c) SEBI vide its circular dated 30th May 2022 has prescribed Standard Operating Procedures for dispute resolution under the Stock Exchange arbitration mechanism for a dispute between a Listed Company and/or RTA and its Shareholders(s) / investor(s). The said circular is available on the website of the Company at www.pakka.com.

7. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to amitguptacs@gmail.com with a copy marked to sachin.srivastava@pakka.com.

However, the Body Corporate are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.

8. Members seeking any information with regard to the matter to be placed at the EGM, are requested to write to the Company on or before Friday, 16th February, 2024 to email ID sachin.srivastava@pakka.com. The same will be replied by the Company suitably.

9. The Members can join the EGM in the VC/OAVM mode 15 minutes before and also after the scheduled time of the commencement of the EGM by following the procedure mentioned in this Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1,000 members on first-come-first-served basis. The large Shareholders (i.e., 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., are allowed to attend the EGM without restriction on account of first-come-first-served principle.

10. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

11. All documents referred to in the accompanying Notice shall be open for inspection by the Members by writing an e-mail

to the Company sachin.srivastava@pakka.com.

12. The Company's Registrar and Transfer Agent for its share registry work (Physical and Electronic) is Skyline Financial Services Private Limited (herein after referred to as "RTA"). All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Share Transfer Agents, at the address mentioned below:

Skyline Financial Services Private Limited,
D-153 A, 1st Floor,
Okhla Industrial Area,
Phase -I,
New Delhi - 110 020
Ph. No. 011-40450193-97 & 011-26812682-83
Email: info@skylinerta.com
Website: <https://www.skylinerta.com>

13. As directed by SEBI, Members are requested to-

i) Intimate to the DP, changes if any, in their registered addresses and/or changes in their Bank account details, if the shares are held in dematerialized form.

ii) Intimate to the Company's RTA, changes if any, in their registered addresses, in their bank account details, if the shares are held in physical form (share certificates).

iii) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.

iv) Dematerialize the Physical Shares to Electronic Form (Demat) to eliminate all risks

associated with Physical Shares. Our Registrar and Transfer Agents viz., Skyline Financial Services Private Limited, New Delhi (Phone 91 11 26812682 - 83) may be contacted for assistance, if any, in this regard. Further, as per amendment to Regulation 40 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form effective 1st April, 2019. Members are advised to Dematerialize the shares held by them in physical form.

14. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form who have not done so are requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA.

15. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

16. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.pakka.com under the section "Investors" and on the website of NSDL <https://www.evotingnsdl.com> immediately. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed.

17. Process and manner for Members opting for e-Voting is as under:

I. In compliance with the provisions of Section 108, and other applicable provisions of the Act, read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company is offering only e-Voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of NSDL for facilitating e-Voting to enable the Members to cast their votes electronically as well as for e-Voting during the EGM. Resolution(s) passed by Members through e-Voting is/are deemed to have been passed as if it/they have been passed at the EGM.

II. Members are provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the EGM and Members participating at the EGM, who have not already cast their vote by remote e-Voting, are eligible to exercise their right to vote at the EGM.

III. Members who have already cast their vote by remote e-Voting prior to the EGM will also be eligible to participate at the EGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast the vote through remote e-Voting.

IV. Members of the Company, holding shares either in physical form or electronic form, as on the cut-off date of Friday, 16th February, 2024, may cast their vote by remote e-Voting. The remote e-Voting period commences on Monday, 19th February, 2024 at 9 a.m. (IST) and ends on Wednesday, 21st February, 2024 at 5 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.

V. The instructions for Members attending the EGM through VC/OAVM are as under:

A. The Members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned below for 'Log-in to NSDL e-Voting system'. The link for VC/OAVM will be available in 'Member login' where the EVEN of the Company will be displayed. After successful login, the Members will be able to see the link of 'VC/OAVM link' placed under the tab 'Join Extra-Ordinary General Meeting' against the name of the Company. On clicking this link, the Members will be able to attend and participate in the proceedings of the EGM through a live

webcast of the meeting and submit votes on announcement by the Chairman.

B. Members may join the EGM through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from mobile devices or tablets or through laptops 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 glitches.

C. Members are encouraged to submit their questions in advance with regard to matter to be placed at the EGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address at sachin.srivastava@pakka.com before 5 p.m. (IST) on Friday, 16th February, 2024. Queries that remain unanswered at the EGM will be appropriately responded by the Company at the earliest.

D. Members who would like to express their views/ ask questions as a Speaker at the EGM may preregister themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number to sachin.srivastava@pakka.com on or before Friday, 16th February, 2024 (5 p.m. IST).

Only those Members who have pre-registered themselves as Speakers will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

VI. The instructions for Members for remote e-Voting are, as under:

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) Log-in method for e-Voting and joining virtual meeting for Individual Shareholders/ Members holding securities in demat mode

In terms of the Circular issued by the Securities and Exchange Board of India dated 9th December 2020, on 'e-Voting facility provided by Listed Companies', e-Voting process has been enabled to all the individual Demat account holders, by way of single login credential, through their Demat accounts/websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual Demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Members are advised to update their mobile number and email ID with their DPs in order to

access e-Voting facility.

Log-in method for Individual Members holding securities in Demat mode is given hereunder:

Type of Members

Individual Members holding securities in demat mode with NSDL.

Login Method

i. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsd.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the **“Beneficial Owner”** icon under **“Login”** which is available under **‘IDeAS’** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **“Access to e-Voting”** under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to **e-Voting website of NSDL** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

ii. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to **e-Voting website of NSDL** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

iv. Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 App Store  Google Play



Type of Members	Login Method
Individual Members holding securities in demat mode with CDSL	<p>i. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>ii. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>iii. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>iv. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Members (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 Method	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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.

iv) 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.

v) 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) 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 119696 then user ID is 119696001***

vi) Your 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.**

vii) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in 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.

viii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

ix) Now, you will have to click on "Login" button.

x) 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 General 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.

VII. The Instructions for Member for e-Voting during the proceedings of the EGM are as under:

A. The procedure for remote e-Voting during the EGM is same as the instructions mentioned above for remote e-Voting since the Meeting is being held through VC/ OAVM.

B. Only those Members, who will be present in the EGM through VC/OAVM facility and have not cast 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 EGM.

C. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

D. Members who need assistance before or during the EGM, can contact Ms. Pallavi Mhatre, Manager - NSDL or Mr. Amit Vishal, Senior Manager - NSDL at evoting@nsdl.co.in or call on : 1800 1020 990 and 1800 22 44 30.

General Guidelines for Members

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

2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager-NSDL or Mr. Amit Vishal, Senior Manager-NSDL at evoting@nsdl.co.in.

3. You can also update your mobile number and email ID in the user profile details of the folio which may be used for sending future communication(s).

VIII. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 16th February, 2024.

IX. Any person holding shares in physical form and non-individual Members, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Friday, 16th February, 2024 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or the Company/SFSPL

However, if the person is already registered with NSDL for remote e-Voting, then the existing user ID and password of the said person can be used for casting vote. If the person forgot his/her password, the same can be reset by using 'Forgot user Details/Password' or 'Physical user Reset Password' option available on www.evoting.nsdl.com or by calling on toll free

no. 1800 1020 990 and 1800 224 430. In case of Individual Members holding securities in Demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, 16th February, 2024 may follow steps mentioned in the notes to Notice under 'Access to NSDL e-Voting system'.

X. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting, as well as voting at the meeting.

XI. The Board of Directors has appointed Mr. Amit Gupta (FCS 5478, CP 4682) of Amit Gupta & Associates, Company Secretaries as Scrutinizer to scrutinize the voting at the EGM and remote e-Voting process, in a fair and transparent manner.

XII. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-Voting system for all those Members who are present during the EGM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting module during the EGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

XIII. The Scrutinizer shall, after the conclusion of voting at the EGM, first count the votes cast during the Meeting and, thereafter, unblock the votes cast through remote e-Voting, in

the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days from the conclusion of the EGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XIV. The Results declared, alongwith the Scrutinizer's Report, shall be placed on the Company's website www.pakka.com and on the website of NSDL www.evoting.nsdl.com, immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE Limited and National Stock Exchange of India Limited and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com.

By Order of the Board of Directors,
for Pakka Limited



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

Place: Ayodhya

Date: 30th January, 2024

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.1 to 4 of the accompanying Notice dated 30th January, 2024:

ITEM NO. 1

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 24th November, 2023.

Mr. Gautam Ghosh (DIN: 10371300) is an M.B.A. in Marketing from ITM Business School, Warangal. He is 40 years old having rich experience in the field of Team Excellence and Liaisoning. He started his career with Pakka Limited on 7th 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 from 24th November, 2023 to 23rd November, 2026, in the event of inadequacy of profits or losses in the respective financial year.

As proposed in item no. 1, 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. Gautam Ghosh on the terms and conditions as set out above for the period of five years from 24th November 2023, 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. 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. 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. 1 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. 1):

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	For the financial year 2022-2023, the Company made a turnover (Standalone) of INR 40,830.82 Lakhs and Profit (Standalone) of INR 7,231.17 Lakhs after tax.										
Foreign investments or collaborations, if any	-NA-										
II. INFORMATION ABOUT THE APPOINTEES											
Background details	Mr. Gautam Ghosh (DIN: 10371300) is an M.B.A. in Marketing from ITM Business School, Warangal. He is 40 years old having rich experience in the field of Team Excellence and Liaisoning. He started his career with Pakka Limited on 7th January, 2015 as Liaison Head and Currently designed as Executive Director.										
Past remuneration	<p>Details of past remuneration are as follows:</p> <table border="1"> <thead> <tr> <th>Details</th> <th>Remuneration (Rs. in lakhs)</th> </tr> </thead> <tbody> <tr> <td>2020-21</td> <td>10.77</td> </tr> <tr> <td>2021-22</td> <td>13.08</td> </tr> <tr> <td>2022-23</td> <td>18.16</td> </tr> <tr> <td>2023-24 (till 31.12.2023)</td> <td>16.37</td> </tr> </tbody> </table>	Details	Remuneration (Rs. in lakhs)	2020-21	10.77	2021-22	13.08	2022-23	18.16	2023-24 (till 31.12.2023)	16.37
Details	Remuneration (Rs. in lakhs)										
2020-21	10.77										
2021-22	13.08										
2022-23	18.16										
2023-24 (till 31.12.2023)	16.37										
Recognition or awards	He has received many recognitions and awards related to his profession.										
Job profile and his suitability	<p>Mr. Gautam Ghosh has extensive experience in H.R. and Liaison.</p> <p>As the Executive Director, he is responsible for meeting the objectives to the Board /Company in performing the functions.</p>										
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. 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 and does not hold any share of the Company.</p>
III. OTHER INFORMATION	
Reasons of special resolution for payment of proposed remuneration in case of inadequate profits	<p>At present, the Company is having adequate profits. However, the appointment is for a term of five 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.</p>
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	<p>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.</p>
Defaults	<p>The Company has not committed any default in payment of dues to any bank or public financial institution or nonconvertible debenture holders or any other secured creditor.</p>

Disclosures: Disclosures pursuant to Schedule V to the Act is given in the explanatory statement hereinbefore.

Details of remuneration paid / payable to the Directors for the year ended 31st March, 2023 and their shareholding and other disclosures as on that date are as under:

Sr. No.	Particulars	Amount (Rs. In Lakhs)
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 7(3) Income-tax Act, 1961	18.16
2.	Stock Option	30,000 Options (Already exercised on 2nd September, 2023 and 30,000 equity shares allotted)
3.	Sweat Equity	-
4.	Commission as % of profit - Others, specify...	-
5.	Others, please specify-P.F.	
	Total (A)	18.16
	Service Contract/ Notice period/ Severance Fees	-
	Shareholding (Equity)	Nil

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 No.1 of the Notice.

The Board recommends the Special Resolution set out at Item No.1 of the Notice for approval by the shareholders.

Item Nos. 2 & 3

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors of the Company should obtain approval of the Shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to borrow money, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up share capital, free reserves and securities premium account of the Company. Accordingly, the approval of shareholders was obtained at the 34th Annual General Meeting held on 9th August, 2014.

Considering the current order book size and to meet the increased requirements of funds in future, which may arise on account of long-term working capital requirements, capital expenditure or the expansion plan/program of the Company, the Company may be required to raise further loans/borrowings from financial institutions, banks and others.

Accordingly, it is proposed to increase the

present limits of borrowings from Rs. 300 Crores to Rs.1000 Crores. Further, to secure the said borrowings, which the Company may borrow from time to time, the Company may be required to create mortgages/charges/hypothecation in favour of the Lenders/ Financial Institutions/Bodies Corporate/others, on all or any of its movable and immovable properties. In order to create aforesaid mortgages/charges/hypothecation, the consent of the Shareholders by means of Special Resolution is required under section 180(1)(a) of the Companies Act, 2013.

Accordingly, the Resolution Nos. 2 & 3 are proposed to obtain necessary consent of the members of the Company in term of the provision of Sections 180(1) (c) and 180(1)(a) of the Companies Act, 2013.

In view of the above, the Board of Directors recommends passing the resolutions as set out in items nos. 2 and 3 of this Notice as Special Resolutions. None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financially or otherwise in the aforesaid resolutions.

Item No.4

In terms of long-term strategic and business objectives, the Company is required to provide loans, guarantees, security or make investments in entities, subsidiary companies, associates, joint ventures and related parties of the

Company in which directors of the Company are interested. These loans, guarantees, security & investments are subject to overall limit approved by shareholders of the Company in terms of the provisions of Section 186(3) of the Companies Act, 2013. In terms of the provisions of Section 185(2) grant of loans, guarantees or security to such entities require the approval of the shareholders of the Company by way of Special Resolution. Further, the above transaction also requires the approval of the shareholders in terms of the provisions of section 188 of the Companies Act, 2013, rules made thereunder and regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015').

The Board of Directors of the Company shall be authorized to decide the quantum of loan, guarantee, security or investment in entities covered under the provisions of Section 185(2) and related parties of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, within overall limit of Rs. 200 crores from time to time.

The Company's subsidiary(ies) / associates / JV Companies, related parties explore various options to raise funds through loans/issuance of debentures/bonds etc.. The proceeds raised by such entities would be utilized for their principal business activities.

S. No.	Name of the Company	Nature of Relationship	Purpose
1.	Pakka Inc	Subsidiary Company	Procurement of plant and machineries, sale and purchase of goods/ services, fixed assets or any other expense including working capital requirements to support its principal business activities.
2.	Pakka Impact Limited	Subsidiary Company	Procurement of plant and machineries, sale and purchase of goods/ services, fixed assets or any other expense including working capital requirements to support its principal business activities.
3.	Satori Global Limited	Group Company	Procurement of plant and machineries, sale and purchase of goods/ services, fixed assets or any other expense including working capital requirements to support its principal business activities.
4.	Yash Agro Products Limited	Group Company	Procurement of plant and machineries, sale and purchase of goods/ services, fixed assets or any other expense including working capital requirements to support its principal business activities.

Accordingly, the approval of the members of the Company is sought by way of special resolution to grant loan, guarantee, security or make investments by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures (whether convertible or non-convertible) or any other financial instruments in entities covered under the provisions of Section 185(2) and related parties of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations of such sums not exceeding Rs.200 Crores, as may be decided by Board/Committee of Directors as permitted or subject to the provisions specified therein from time to time.

Disclosure in terms of the provisions of Section 185(2) of the Companies Act, 2013:

a) Particulars of Loan, guarantee or security proposed to be given:

i. Loan amount: The Board of Directors of the Company would carefully evaluate proposals and grant loan, guarantee, security or make investments, from time to time within overall limit of Rs. 200 crores;

ii. Interest rate: The interest rate on the loan shall be decided by the Board after carefully evaluation of the proposal, however in situation shall be at rate less than as prescribed under the provisions of section 186(7) of the Companies Act, 2013 & rules made thereunder;

iii. Tenure: The tenure of the loan shall be decided by the Board after carefully evaluation of the proposal, however in no situation shall be exceeding ten years;

iv. Security: Secured or unsecured as decided by the Board after carefully evaluation of the proposal;

b) Permitted utilization: Principal business activities of borrowing company.

The Board of Directors Recommend the Special Resolution for approval by the members. In terms of the provisions of regulation 23, all entities falling under the definition of related parties shall not vote to approve this item irrespective of whether the entity is a party to the particular transaction or not.

Except Mr. Ved Krishna, Vice-Chairman, Mrs. Manjula Jhunjhunwala, Director and Mrs. Kimbelry Ann McArthur, Director or their respective relatives none of the other Directors, Key Managerial Personnel or their respective relatives in any way, financially or otherwise, concerned or interested in the above resolution.

By Order of the Board of Directors,
for Pakka Limited



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

Place: Ayodhya

Date: 30th January, 2024

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

Sr. No.	Particulars	Mr. Gautam Ghosh
1.	Category / Designation	Additional Director (Non-Independent & Executive)
2.	Director Identification Number (DIN)	10371300
3.	Age	40 years
4.	Date of Birth	10-03-1984
5.	Original Date of Appointment	24-11-2023
6.	Qualifications	M.B.A.
7.	Occupation	Service
8.	Chairmanship / Membership of Committees in other Companies*	NIL
9.	Number of Equity Shares held in the Company	NIL
10.	Number of Equity Shares held in the Company for any other person on a beneficial basis	NIL
11.	Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	NIL
12.	Terms and conditions of appointment or re-appointment	NIL
13.	Remuneration last draw (in FY 2021-22), if applicable	NIL
14.	Remuneration proposed to be paid	As per terms & conditions as contained in the resolution along with explanatory statement
15.	Number of Meetings of the Board attended during the year	NIL
16.	Justification for choosing the appointees for appointment / re-appointment as Independent Director	Considering his extensive knowledge and experiences, it would be in the best interest of the Company to regularize his appointment.
17.	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Gautam Ghosh is a qualified M.B.A. with expertise in H.R. and Liaison.
18.	Category / Designation	Director (Executive & Non-Independent)

By Order of the Board of Directors,
for Pakka Limited



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