



Pratik Panels Limited

CIN No.: L17100MH1989PLC317374

Tel: +91-8411009460; Email: pplby8@gmail.com; Website: www.pratikpanels.com

Date: February 23, 2023

To,
Department of Corporate Service (DCS-CRD),
BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Ref: PRATIK PANELS LIMITED

Scrip Code: 526490

Subject: Notice of an Extra Ordinary General Meeting (EOGM) of the Company

Dear Sir/Madam,

This is to inform you that an Extra Ordinary General Meeting of the members of the Company will be held on Friday, March 17, 2023 at 04:00 pm (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), which shall be deemed to be held at the registered office of the Company to transact the business as set out in Notice convening the said EOGM in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities Exchange Board of India.

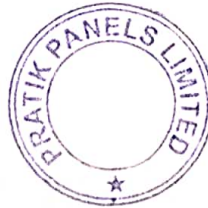
In compliance with the relevant circulars, the Notice of an EOGM of the Company is being sent through electronic mode to the Shareholders of the Company whose email addresses are registered with the Company/Depositories/Registrar and Transfer Agent.

Kindly take the above information on record.

Thanking You.

Yours faithfully,

For PRATIK PANELS LIMITED



PANKAJ CHANDRAKANT MISHRA
DIRECTOR
DIN: 03604391

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING (EOGM) OF THE MEMBERS OF PRATIK PANELS LIMITED ("THE COMPANY") WILL BE HELD ON FRIDAY, THE 17TH DAY OF MARCH, 2023 AT 04.00 P.M. THROUGH VIDEO CONFERENCE ('VC') / OTHER AUDIO VISUAL MEANS ('OAVM').

TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

SPECIAL BUSINESS:

ITEM NO. 01:

To Increase Authorised Share Capital of the Company and consequential amendment in Memorandum of Association 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 the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs.4,50,00,000 (Rupees Four crore Fifty Lakhs) divided into 4,50,00,000 (Four Crore Fifty Lakhs) Equity Shares of Re.1/- each to Rs.7,50,00,000 (Rupees Seven Crore Fifty Lakhs) divided into 7,50,00,000 (Seven Crore Fifty Lakhs) Equity Shares of Re. 1/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and stated the following: -

"V. The Authorised Capital of the Company is Rs. 7,50,00,000/- (Rupees Seven crore Fifty Lakhs only) divided into 7,50,00,000 (Seven crore Fifty Lakhs only) equity shares of Re. 1/- each with power to increase and/or reduce the capital of the Company as provided in the Articles of Association of the Company."

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

ITEM NO.02:

To approve the issuance of equity shares on preferential basis:

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

“RESOLVED THAT pursuant to (i) the provisions of Sections 23, Section 42, 62 (1) (c), and other applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rule 13 of the Companies (Share Capital and Debentures) Rule, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rule, 2014 and other applicable provisions, if any, of the Act any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; (ii) applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [SEBI (ICDR) Regulations, 2018]; (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015]; (iv) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [SEBI (SAST) Regulations, 2011]; (v) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), stock exchange where the shares of the Company are listed (“Stock Exchange”) and/or any other statutory / regulatory authority; (vi) the Memorandum and Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot in one or more tranches upto 6,50,00,000 equity shares of Re.1/- (Indian Rupee One only) face value (“Shares”) at an issue price of Rs. 1 per share/- (Indian Rupees One Only) for a consideration at cash not exceeding an aggregate amount of Rs.6,50,00,000/- (Rupees Six Crores Fifty Lakh only) to the following investor (the “Allottee”) by way of preferential allotment on a private placement basis (“Preferential Allotment”), to the Non-Promoter category as specified below, in accordance with the Chapter V of the SEBI (ICDR) Regulations, 2018, the Companies Act, 2013 and other applicable laws:

Sr. No.	Name of the Allottee	Category	Number of equity shares applied
1	Pawan Mundhra	Non Promoter	3,00,000
2	M/s. Pawan Mundhra HUF	Non Promoter	3,00,000
3	Shreechand Mundhra	Non Promoter	3,50,000
4	Yogesh Shreechand Mundhra	Non Promoter	3,00,000
5	Rajiv Harit	Non Promoter	40,00,000
6	Nitin Sahebrao Palwe	Non Promoter	20,00,000
7	Preeti Nitin Palwe	Non Promoter	20,00,000
8	Rushil Nitin Palwe	Non Promoter	20,00,000
9	Dhaval Shah	Non Promoter	17,50,000
10	Pooja Shah	Non Promoter	17,50,000
11	Vishal Tiwari	Non Promoter	17,50,000
12	Sandeep Sharma	Non Promoter	17,50,000
13	Amita Tiwari	Non Promoter	17,50,000
14	Devika Sharma	Non Promoter	17,50,000
15	Atul Telwadkar	Non Promoter	45,00,000
16	Ashwini Telwadkar	Non Promoter	45,00,000

17	Achyut DyanobaraoHange	Non Promoter	15,00,000
18	Arjun AchyutHange	Non Promoter	15,00,000
19	Shilpa AchyutraoHange	Non Promoter	15,00,000
20	Shivani AchyutraoHange	Non Promoter	15,00,000
21	Mehul Vinodrai Joshi	Non Promoter	10,00,000
22	Prashant Gajakos	Non Promoter	20,00,000
23	Geeta Gajakos	Non Promoter	20,00,000
24	Pratibha Bharat Somani	Non Promoter	7,50,000
25	M/s. Bharat Omprakash Somani HUF	Non Promoter	7,50,000
26	M/s. Navneet Somani HUF	Non Promoter	7,50,000
27	Palak Navneet Somani	Non Promoter	7,50,000
28	Sandeep Maheshwari	Non Promoter	7,50,000
29	Nisha Maheshwari	Non Promoter	7,50,000
31	Vidya Hemakar Shetty	Non Promoter	10,00,000
32	Hemakar Gopal Shetty	Non Promoter	10,00,000
33	Vidhi Hemakar Shetty	Non Promoter	10,00,000
34	Sushil Pujari	Non Promoter	35,00,000
35	Aarti Mehol Joshi	Non Promoter	10,00,000
36	Purna Bipra Polai	Non Promoter	22,50,000
37	Jagannath Dalai	Non Promoter	20,00,000
38	Jaishree Sundria	Non Promoter	20,00,000
39	Mayuri Parmar	Non Promoter	20,00,000
40	GaurishankarBagicharam Agarwal	Non Promoter	15,00,000
41	Sushma Gaurishankar Agarwal	Non Promoter	15,00,000
Total			6,50,00,000

RESOLVED FURTHER THAT pursuant to the Regulation 161 of the SEBI [ICDR] Regulations, 2018, therelevant date is Wednesday, February 15, 2023, being a day preceding 30th day prior to the date of this Extra-Ordinary General Meeting (EOGM).

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to following terms:

- a) The proposed Equity Shares shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the proposed Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals;
- b) An amount equivalent to 100% of the issue price will be payable at the time of subscription of Equity Shares, as prescribed by the SEBI (ICDR) Regulations.
- c) The consideration for allotment of relevant equity shares shall be paid to the company by the proposed allottee from their respective bank accounts.

- d) The Equity Shares to be so allotted shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the existing equity shares of the Company;
- e) The Equity Shares will be listed on the Bombay Stock Exchange i.e. BSE where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;
- f) The Equity Shares issued shall be locked-in as per the provisions of Chapter V of SEBI ICDR Regulations, 2018 and any amendment thereto from time to time.”
- g) The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.

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

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of Equity shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT all action(s) taken by the Board or Committee(s) thereof, any Director(s)/Company Secretary or Officer(s) or any other authorised signatory/ies of the Company in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**For Pratik Panel Limited
By Order of the Board of Directors**

**Date: 17th February, 2023
Place: Mumbai**

**Sd/-
Ms. Ankita Dhabhai
Chief Financial Officer and Company Secretary
Membership No. ACS51486**

NOTES:

- (1) In view of the outbreak of the COVID-19 pandemic, and in compliance with the provisions of the General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021 and 20/2021 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 8th December 2021 respectively and General circular No. 10/2022 dated 28.12.2022 (collectively referred to as 'MCA Circulars') and SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ("SEBI") (referred to as the "SEBI Circular") (collectively referred as the "Applicable Circulars") the Company is holding the meeting via video conference ("Electronic Means") through InstaMeet VC/OAVM Meeting platform.
- (2) In compliance with the provisions of the Companies Act, 2013, as amended ("Companies Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") and the Applicable Circulars, the EGM of the Company is being held through Electronic Means. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
- (3) An Explanatory Statement required under Section 102(1) of the Companies Act, 2013 in respect of the Special Business is annexed herewith and forms part of the Notice.
- (4) The certificate of the Practicing Company Secretary certifying that the issue is being made in accordance with the requirements of the Chapter V of the SEBI ICDR Regulation is annexed to this Notice of EOGM.
- (5) This EGM Notice is being sent, through electronic mode in pursuance to the Applicable Circulars to all the Members whose name appears in the Register of Members as on 17th February, 2023.
- (6) Pursuant to the provisions of Section 105 of the Companies Act, a Member entitled to attend and vote at the EGM is permitted to appoint a Proxy to attend and vote on his / her behalf and the Proxy need not be a Member of the Company. Members attending the EGM electronically in compliance with applicable Circulars shall not be entitled to appoint proxies on their behalf. Attendance of the members participating in the EGM through electronic means shall be counted for the purpose of quorum under Section 103 of the Companies Act.
- (7) The attendance through VC/OAVM is restricted (by number – maximum 1000; and by time – before 30 minutes and 15 minutes after the scheduled time of the meeting) and hence members will be allowed on first come first serve basis. However, attendance of Members holding more than 2% of the shares of the Company, Institutional Investors as on 17th February, 2023 and Directors and Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, the Stakeholders Relationship Committee and Auditors will not be restricted on first come first serve basis.
- (8) Pursuant to the provisions of Section 113 of the Companies Act, Institutional / Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company, on pplby8@gmail.com, a scanned copy (PDF / JPG format) of certified

copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.

- (9) In line with the MCA Circulars and the SEBI Circular, the Notice calling the EGM has been uploaded on the website of the Company at www.pratikpanels.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and is also available on the website of NSDL i.e. www.evoting.nsdl.com.
- (10) Members who are shareholders as on **Friday, March 10, 2023** can join the EGM 30 minutes before the commencement of the EGM i.e at 04:00 P.M. and 15 minutes after the scheduled time of the meeting by following the procedure mentioned in this Notice.
- (11) In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice of the Company is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participant (DP) in respect of shares held in electronic form and made available to the Company by the Depositories. Considering the difficulties caused due to the Covid-19 pandemic, MCA and SEBI have dispensed with the requirement of printing and sending physical copies of the Notice of this Meeting and the notice will be sent via email, to all those members who have registered their email ids with the Company or the Registrar and Transfer Agent or the Depositories or the Depository Participants as on **17th February, 2023**.
- (12) Members who have not registered their E-mail address so far, are requested to register their e-mail for receiving all communication including Notices etc. from the Company electronically. Members can do this by updating their email addresses with their depository participants.

Registration of E-mail ID:

(a) In case, the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent / Depositories, log in details for e-voting are being sent on the registered email address.

(b) In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate, the following instructions to be followed:

(i) Kindly log in to the website of the RTA, namely, PurvaShare Registry (India) Pvt. Ltd., www.purvashare.com in under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit. OR

(ii) In the case of Shares held in Demat mode: The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

(iii) Alternatively, Members may send an e-mail request to the email id: support@purvashare.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in the case of physical folio.

- (13) In terms of the provisions of Section 107 of the Companies Act, 2013, since the voting on resolutions as set out in this Notice, are being conducted through e-voting, the said resolutions will not be decided on a show of hands at the Meeting.
- (14) Corporate Members intending to nominate their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the Meeting to pplby8@gmail.com with the subject line "Corporate Nomination for EGM".
- (15) As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available to the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's RTA on support@purvashare.com
- (16) Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with relevant share certificates to the Company's Registrar and Transfer Agent.
- (17) Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form shall submit their PAN details to the Company or to the Registrar and Share Transfer Agent. SEBI has also mandated that for registration of transfer of securities, the transferor(s) and transferee(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, 14th March, 2023 at 9:00 A.M. and ends on Thursday, 16th March, 2023 at 5:00 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, 10th March, 2023 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, 10th March, 2023.

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.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>

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?

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

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically 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 hs@hspnassociates.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Sanjiv Yadav at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to pplby8@gmail.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 pplby8@gmail.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.co.in 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 EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/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 General 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.
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 pplby8@gmail.com. The same will be replied by the company suitably.
6. Registration of Speaker related point needs to be added by company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS.

THIS EXPLANATORY STATEMENT MAY ALSO BE REGARDED AS A DISCLOSURE UNDER REGULATION 163 OF THE SEBI (ICDR) REGULATIONS, 2018 AND THE SECRETARIAL STANDARD - 2.

Item No. 1 - To Increase Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company

The present Authorised Share Capital of the Company is Rs. 4,50,00,000 (Rupees Four Crore Fifty Lakhs) comprising of 4,50,00,000 (Four Crores Fifty Lakhs) Equity Shares of Re.1/- each.

Considering the proposed issue of Equity Shares, in order to accommodate the issue of equity shares, the Board at its Meeting held on Friday, 17th February, 2023 had accorded its approval for increasing the Authorised Share Capital from Rs. 4,50,00,000 (Rupees Four crore Fifty Lakhs) to Rs. 7,50,00,000 (Rupees Seven Crore Fifty Lakhs) by creation of 3,00,00,000 (Three Crore) additional equity share of Re.1/- each ranking paripassu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company, subject to shareholders approval.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital. Therefore, the proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

A copy of the Memorandum of Association of the Company duly amended will be available for Inspection on the request of Shareholders.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

Item No. 2 - Issuance of Equity Shares through Preferential allotment on Private Placement Basis to the Non-Promoter

The Board of Directors of the Company at their meeting held on Friday, February 17, 2023 had, subject to the approval of the members of the Company ('Members') and such other approvals as may be required, approved the issue of following securities to the Non-Promoter on a preferential basis, for cash consideration ('Preferential Allotment').

The Consent of shareholders vide Special Resolution is hereby accorded to Board to create, offer, issue and allot in one or more tranches upto 6,50,00,000 equity share of Re.1/- (Indian Rupee One only) face value ("Shares") at an issue price of Re. 1 per share/- (Indian Rupees One Only) for a consideration at cash not exceeding an aggregate amount of Rs.6,50,00,000/- (Rupees Six Crores Fifty Lakhs only).

An amount equivalent to 100% of the issue price will be payable at the time of subscription of Equity Shares, as prescribed by the SEBI (ICDR) Regulations.

As per Sections 42 and 62 and other applicable provisions if any of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders by way of special resolution is sought for issuing the equity shares as stated in the resolution on a preferential basis.

The Information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI (ICDR to is as stated below.

1. objects of the preferential issue

The object of this preferential issue is to utilize the proceeds of the Preferential Issue of Equity Shares to repay existing loans, long-term working capital, general corporate purpose and such other purpose as the Board may decide.

2. The maximum number of specified securities to be issued

The Board of Directors at its meeting held on Friday, February 17, 2023, had subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of up to 6,50,00,000 (Six Crore Fifty Lakhs) Equity Shares at issue price of Re.1 per share (Indian Rupees One Only) aggregating to Rs. 6,50,00,000 (Rupees Six Crores Fifty Lakhs Only) to the Non-Promoter category of the Company for cash consideration, on a preferential basis.

3. Price at which the allotment is proposed

The Equity Shares to be issued and allotted will be of the face value of Re.1/- each and will be issued at Rs.1/- per share (Indian Rupee One Only).

4. Basis on which the price has been arrived

The equity shares of the Company are listed on the BSE Limited and are infrequently traded in accordance with ICDR Regulations. In terms of the applicable provisions of Regulation 165 of the ICDR Regulations, the price is determined by the Company after taking into account the valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares of such companies.

Considering that the allotment through this preferential issue shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, the price of Re.1/- per share (Indian Rupee One Only) of the Equity shares to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated 17th February, 2023 issued by CA. Ramesh Chand Kumawat Independent Registered Valuer of IBBI having Reg. No. IBBI/RV/06/2020/13084 having office at E-32, Akhsay CHSL, Jairaj Nagar Borivali (W), Mumbai 400091, in accordance with Regulation 166A of the ICDR Regulations ("Valuation Report"). The Valuation Report shall be available for inspection by the members on the Company's website under the weblink: www.pratikpanels.com. As per the Valuation Report, Book Value of the Company Stands at Negative Rs.1.72 /- per share (Negative Indian Rupees One and Ninety-Seven Paise Only).

5. Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date is Wednesday, February 15, 2023 which is thirty days prior to the date of Extra Ordinary General Meeting (EGM to be held on 17th March, 2023.)

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

It is proposed to allot 6,50,00,000 (Six Crores Fifty Lakhs) Equity Shares to the Non-Promoter category on a preferential basis at cash.

7. Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue;

The Promoter, Promoter group and relatives of promoter have not proposed to subscribe for any equity shares on preferential basis.

8. Proposed time within which the allotment shall be completed

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

9. Names of the proposed allottees and the percentage of post-preferential offer capital that may be held by them

The details of the proposed allottees and the percentage of post preferential offer capital that will be held by:

Sr. No.	Name of Applicant	No of Equity Shares	Pre-Share holding*	% Pre-Share Holding#	Post-Share holding	% Post-Share Holding #	Category
1.	Pawan Mundhra	3,00,000	0	0.000	3,00,000	0.435%	Non-Promoter
2.	M/s. Pawan Mundhra HUF	3,00,000	0	0.000	3,00,000	0.435%	Non-Promoter
3.	Shreechand Mundhra	3,50,000	0	0.000	3,50,000	0.508%	Non-Promoter
4.	Yogesh Shreechand Mundhra	3,00,000	0	0.000	3,00,000	0.435%	Non-Promoter
5.	Rajiv Harit	40,00,000	0	0.000	40,00,000	5.806%	Non-Promoter

6.	Nitin Sahebrao Palwe	20,00,000	0	0.000	20,00,000	2.903%	Non-Promoter
7.	Preeti Nitin Palwe	20,00,000	0	0.000	20,00,000	2.903%	Non-Promoter
8.	Rushil Nitin Palwe	20,00,000	0	0.000	20,00,000	2.903%	Non-Promoter
9.	Dhaval Shah	17,50,000	10	0.000	17,50,010	2.540%	Non-Promoter
10.	Pooja Shah	17,50,000	0	0.000	17,50,000	2.540%	Non-Promoter
11.	Vishal Tiwari	17,50,000	0	0.000	17,50,000	2.540%	Non-Promoter
12.	Sandeep Sharma	17,50,000	10	0.000	17,50,010	2.540%	Non-Promoter
13.	Amita Mishra	17,50,000	10	0.000	17,50,010	2.540%	Non-Promoter
14.	Devika Sharma	17,50,000	0	0.000	17,50,000	2.540%	Non-Promoter
15.	Atul Telwadkar	45,00,000	0	0.000	45,00,000	6.531%	Non-Promoter
16.	Ashwini Telwadkar	45,00,000	0	0.000	45,00,000	6.531%	Non-Promoter
17.	Achyut Dyanobarao Hange	15,00,000	0	0.000	15,00,000	2.177%	Non-Promoter
18.	Arjun Achyut Hange	15,00,000	0	0.000	15,00,000	2.177%	Non-Promoter
19.	Shilpa Achyutrao Hange	15,00,000	0	0.000	15,00,000	2.177%	Non-Promoter
20.	Shivani Achyutrao Hange	15,00,000	0	0.000	15,00,000	2.177%	Non-Promoter
21.	Mehul Vinodrai Joshi	10,00,000	0	0.000	10,00,000	1.451%	Non-Promoter
22.	Prashant Gajakos	20,00,000	0	0.000	20,00,000	2.903%	Non-Promoter
23.	Geeta Gajakos	20,00,000	0	0.000	20,00,000	2.903%	Non-Promoter
24.	Pratibha Bharat Somani	7,50,000	0	0.000	7,50,000	1.089%	Non-Promoter
25.	M/s. Bharat Omprakash Somani HUF	7,50,000	0	0.000	7,50,000	1.089%	Non-Promoter
26.	M/s. Navneet Somani HUF	7,50,000	0	0.000	7,50,000	1.089%	Non-Promoter
27.	Palak Navneet Somani	7,50,000	0	0.000	7,50,000	1.089%	Non-Promoter
28.	Sandeep Maheshwari	7,50,000	0	0.000	7,50,000	1.089%	Non-Promoter
29.	Nisha Maheshwari	7,50,000	0	0.000	7,50,000	1.089%	Non-Promoter
30.	Vidya Hemakar Shetty	10,00,000	0	0.000	10,00,000	1.451%	Non-Promoter

31.	Hemakar Gopal Shetty	10,00,000	0	0.000	10,00,000	1.451%	Non-Promoter
32.	Vidhi Hemakar Shetty	10,00,000	0	0.000	10,00,000	1.451%	Non-Promoter
33.	Sushil Pujari	35,00,000	0	0.000	35,00,000	5.080%	Non-Promoter
34.	Aarti Mehol Joshi	10,00,000	0	0.000	10,00,000	1.451%	Non-Promoter
35.	Purna Bipra Polai	22,50,000	0	0.000	22,50,000	3.266%	Non-Promoter
36.	Jagannath Dalai	20,00,000	0	0.000	20,00,000	2.903%	Non-Promoter
37.	Jaishree Sundria	20,00,000	0	0.000	20,00,000	2.903%	Non-Promoter
38.	Mayuri Parmar	20,00,000	10	0.000	20,00,010	2.903%	Non-Promoter
39.	Gaurishankar Bagicharam Agarwal	15,00,000	0	0.000	15,00,000	2.177%	Non-Promoter
40.	Sushma Gaurishankar Agarwal	15,00,000	0	0.000	15,00,000	2.177%	Non-Promoter
	Total						

Note- *Pre-Shareholding pattern as on 31st December, 2022.

pre and post shareholding in percentage is rounded off till third decimal.

10. The change in control if any, of the Company that would occur consequent to preferential offer

As a result of the proposed preferential allotment of equity shares, there will be no change in the composition of the Board of Directors and no change in control of the Company.

11. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

No allotment(s) has been made on a preferential basis from the beginning of the year to the date of issue of this notice.

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

Since the allotment is done for cash therefore a report of registered valuer is not required for the Preferential Allotment, under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014. However, the Company has sought a valuation report as required under Regulation 166A of the SEBI ICDR Regulations.

13. Shareholding Pattern before and after preferential issue of the capital would be as follows:

Sr. No.	Category	*Pre-Issue		Post Issue	
		No. of Shares held	% of shares held	No of Shares held	% of Share Holding
A	Promoters' holding				
	1. Indian Promoters				
	Individual	15,31,313	39.28%	15,31,313	2.22%
	Body Corporate	NIL	NIL	NIL	NIL
	Sub total				
	2. Foreign Promoters	NIL	NIL	NIL	NIL
	Sub Total (A)	15,31,313	39.28%	15,31,313	2.22%
B	Non-Promoters Holding				
	1. Institutional investors	NIL	NIL	NIL	NIL
	2. Non-Institution				
	Body Corporate	68,053	1.75%	68,053	0.11%
	Directors	NIL	NIL	NIL	NIL
	Indian Public (Individual and HUFs)	22,95,022	58.87%	6,72,95,022	97.67%
	Others (Including NRIs, clearing member)	4,112	0.11%	4,112	0.00%
	Sub Total (B)	23,67,187	60.72%	6,73,67,187	97.78%
	Grand Total (A+B)	38,98,500	100%	6,88,98,500	100%

Note- *Pre-issue Shareholding pattern as on **31st December, 2022**.

14. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control;

Sr. No	Name of Allottee	Beneficial owner
1.	Pawan Mundhra HUF	Pawan Mundhra
2.	Bharat Omprakash Somani HUF	Bharat Omprakash Somani
3.	Navneet Somani HUF	Navneet Somani

Note: The prospective allottees except mentioned above, are individual and registered shareholders of the Company. Therefore, the ultimate beneficial owners of the shares are same persons to whom the equity shares are proposed to be allotted.

15. the current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter.

Sr. No.	Name of the Allottee	Category Preferential Issue	Pre- Post	Category Post Preferential Issue
1	Pawan Mundhra	NA		Non Promoter
2	M/s. Pawan Mundhra HUF	NA		Non Promoter
3	Shreechand Mundhra	NA		Non Promoter
4	Yogesh Shreechand Mundhra	NA		Non Promoter
5	Rajiv Harit	NA		Non Promoter
6	Nitin Sahebrao Palwe	NA		Non Promoter
7	Preeti Nitin Palwe	NA		Non Promoter
8	Rushil Nitin Palwe	NA		Non Promoter
9	Dhaval Shah	Non Promoter		Non Promoter
10	Pooja Shah	NA		Non Promoter
11	Vishal Tiwari	NA		Non Promoter
12	Sandeep Sharma	Non Promoter		Non Promoter
13	Amita Mishra	Non Promoter		Non Promoter
14	Devika Sharma	NA		Non Promoter
15	Atul Telwadkar	NA		Non Promoter
16	Ashwini Telwadkar	NA		Non Promoter
17	Achyut Dyanobarao Hange	NA		Non Promoter
18	Arjun Achyut Hange	NA		Non Promoter
19	Shilpa Achyutrao Hange	NA		Non Promoter
20	Shivani Achyutrao Hange	NA		Non Promoter
21	Mehul Vinodrai Joshi	NA		Non Promoter
22	Prashant Gajakos	NA		Non Promoter
23	Geeta Gajakos	NA		Non Promoter
24	Pratibha Bharat Somani	NA		Non Promoter
25	M/s. Bharat Omprakash Somani HUF	NA		Non Promoter
26	M/s. Navneet Somani HUF	NA		Non Promoter
27	Palak Navneet Somani	NA		Non Promoter
28	Sandeep Maheshwari	NA		Non Promoter
29	Nisha Maheshwari	NA		Non Promoter
30	Vidya Hemakar Shetty	NA		Non Promoter
31	Hemakar Gopal Shetty	NA		Non Promoter
32	Vidhi Hemakar Shetty	NA		Non Promoter
33	Sushil Pujari	NA		Non Promoter
34	Aarti Mehol Joshi	NA		Non Promoter
35	Purna Bipra Polai	NA		Non Promoter
36	Jagannath Dalai	NA		Non Promoter
37	Jaishree Sundria	NA		Non Promoter
38	Mayuri Parmar	Non Promoter		Non Promoter
39	Gaurishankar Bagicharam Agarwal	NA		Non Promoter
40	Sushma Gaurishankar Agarwal	NA		Non Promoter

16. Undertakings:

The Company hereby undertakes that, In accordance with the SEBI ICDR Regulations:

- I. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- II. If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above warrants/shares shall continue to be locked-in till the time such amount is paid by the allottees.

17. Other Undertakings:

- I. None of the Allottees have sold/transferred any Equity Shares of the Company during the 90 trading days preceding the Relevant Date
- II. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them; and
- III. valuation requirement is not applicable as the securities are proposed to be issued for cash consideration. However, the Company has obtained Valuation Report as required under Regulation 166A of the SEBI ICDR Regulations. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.

18. Lock-in Period

The Equity Shares will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 of the SEBI ICDR Regulations.

19. Listing:

The Company will make an application to the Bombay Stock Exchange for listing of the equity shares to be allotted to the Investor. Such equity shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects, including dividend, and voting rights.

20. Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of its promoters or directors is a willful defaulter:

None of the Company, its Directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.

21. Other disclosures

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 Equity Shares to the Non-Promoter being sought by way of a special resolution as set out in the said item of the Notice.

The Authorized Equity Share Capital of the Company is proposed be to increased subject to shareholders approval, in order to issue equity shares.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item No.2 of the accompanying Notice for approval by the Members of the Company.

The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;

The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;

The Company is in compliance with the conditions for continuous listing;

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the above said resolution; however, they may be deemed to be concerned to the extent of change in the percentage of their voting rights in the post equity shareholding in the Company, if any.

22. Compliances:

The company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paidup capital in the hands of the public.

23. SEBI Takeover Code:

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges, if required.

24. Practicing Company Secretary Certificate:

A Certificate from Mr. Hemant Shetye, Designated Partner of HSPN & Associates LLP, Practicing Company Secretary confirming that the proposed issue of equity shares is in accordance with the SEBI (ICDR) Regulations, 2018 is obtained and annexed to this Notice. Also, the certificate is available on the website of the Company under the weblink www.pratikpanels.com

25. Monitoring Agency:

Since the issue size is not above One hundred Crores, the Company will not have to make arrangements for the use of proceeds of the issue to be monitored by Credit Rating Agency registered with SEBI pursuant to Regulation 162A of SEBI (ICDR) Regulations, 2018.

26. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of a special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or Regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company to the public on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

**For Pratik Panels Limited
By Order of the Board of Directors**

**Date: 17th February, 2023
Place: Mumbai**

**Sd/-
Ms. Ankita Dhabhai
Chief Financial Officer and Company Secretary
Membership No. ACS51486**

I, Hemant Shetye, Designated Partner of HSPN & Associates LLP, Practicing Company Secretaries, verified the relevant records and documents of Pratik Panels Limited ("the Company") with respect to the proposed preferential issue by the Company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- a) None of the proposed allottees are ineligible for allotment in non-promoter category in terms of Regulation 159 of SEBI (ICDR) Regulations, 2018.
- b) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the Company has complied with all legal and statutory formalities and no statutory authority has restrained the Company from issuing these proposed securities.
- c) Further, 4 out of all allottees, already holds Equity shares in the Company. Further, the Management vide their letter has informed that the process of lock-in of pre-preferential holdings of the said Allottees has been initiated to lock the shares from the Relevant Date i.e., February 15, 2023 to the 90th Trading Day after the trading approval is granted by the BSE for the allotted securities.

For HSPN & Associates LLP

Company Secretaries

HEMANT SHRIPAD SHETYE
Digitally signed
by HEMANT
SHRIPAD SHETYE
Date: 2023.02.17
17:09:01 +05'30'



Mr. Hemant Shetye

Designated Partner

Membership No. F2827

UDIN: F002827D003167813

Date: February 17, 2023