

October 04, 2024

The Secretary  
National Stock Exchange of India Limited  
Exchange Plaza, 5th Floor, Plot no. C/1G Block  
Bandra-Kurla Complex Bandra (E)  
**MUMBAI - 400 051**

**NSE Symbol: PELATRO**

Dear Sir/Madam,

**Subject: Intimation regarding Extra-Ordinary General Meeting of Pelatro Limited  
& e-voting**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI Listing Regulations"), we wish to inform you that an Extra-ordinary General Meeting ("EGM") of the Members of the Company will be held on Monday, October 28, 2024 at 11:00 A.M. through Video Conferencing /Other Audio Visual Means ("VC/OVAM"), in compliance with General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and the latest one being General Circular No. 9/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and other circulars issued by SEBI ("SEBI Circular"), in this regard, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations, without the physical presence of members at a common venue. The deemed venue for the EGM shall be the Registered Office of the Company. We are submitting herewith Notice of EGM of the Company along with explanatory statement.

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide members the facility to exercise their right to vote at the ensuing EGM by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited(NSDL). The facility for voting through remote e-voting shall also be made available at the EGM.

The Notice is also available on the website of the Company ([www.pelatro.com](http://www.pelatro.com)) and National Securities Depository Limited (NSDL), [www.evoting.nsdl.com](http://www.evoting.nsdl.com), inter-alia, indicating the process and manner of e-voting process.

The Company will initiate the dispatch of EGM Notice on Friday, October 04, 2024, electronically to all the members whose names appear in the Register of Members/Record of Depositories as on Monday, September 30, 2024.

The e-voting period begins on Friday October 25, 2024, at 09:00 A.M. (IST) and ends on Sunday, October 27, 2024 at 05:00 P.M. (IST). During this period shareholders of the Company may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

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 of Friday, October 18, 2024. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or [company.secretary@pelatro.com](mailto:company.secretary@pelatro.com) or [evoting@bigshareonline.com](mailto:evoting@bigshareonline.com).

You are requested to kindly take the same on record.

Thanking you.

Yours sincerely,

**For Pelatro Limited**

**KHUSHBOO SHARMA**  
Digitally signed by  
KHUSHBOO  
SHARMA  
Date: 2024.10.04  
18:51:15 +05'30'



**Khushboo Sharma**  
**Company Secretary and Compliance Officer**  
**A51813**

### **Notice of Extraordinary General Meeting**

Notice is hereby given to all members ("Shareholders" or "Members") that the Extraordinary General Meeting ("EGM") of the Company will be held as per the following schedule –

Date : October 28, 2024

Time : 11:00 A.M

Venue : Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

The special business to be transacted at the meeting are as follows –

1. **To consider appointment and remuneration of the Statutory Auditor of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions if any of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any modifications and amendments thereto from time to time, P Chandrasekar LLP bearing firm registration number 000580S/S200066 with the Institute of Chartered Accountants of India and PAN AABFP1536H are hereby appointed as the Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of previous Statutory Auditor Gnanoba & Bhat, Chartered Accountants, for the financial year beginning from April 1, 2024 to March 31, 2025 and to hold office up to the conclusion of the Annual General Meeting to be held for the financial year 2024-2025 and shall be paid total remuneration of INR 8,00,000 (Rupees Eight Lakhs only), exclusive of taxes and out of pocket expenses, which may be reimbursed to the statutory auditors.

“**RESOLVED FURTHER** that any Director, Chief Financial Officer and Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things and to execute all such documents as it may in its absolute discretion deem necessary or incidental for giving effect to the resolution.”

2. **To consider and approve the payment of remuneration to Mr. Subash Menon (DIN: 00002486), Managing Director:**

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

“**RESOLVED THAT** in accordance with the provisions of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 197 of the Companies Act, 2013 and the rules made thereunder, including any amendment(s) thereto or re-enactment(s) thereof, for the time being in force, Mr. Subash Menon (DIN: 00002486), Managing Director, of the Company shall be paid remuneration of INR 1.8 Crores per annum.

“**RESOLVED FURTHER** that any Director, Chief Financial Officer and Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things, and to execute all such documents as it may in its absolute discretion deem necessary or incidental for giving effect to the resolution.”

By order of the Board of Directors  
For Pelatro Limited  
(Formerly known as Pelatro Private Limited)



**KHUSHBOO SHARMA**  
Digitally signed by  
KHUSHBOO SHARMA  
Date: 2024.10.04  
18:38:36 +05'30'

Khushboo Sharma  
Company Secretary and Compliance Officer  
A51813

Place: Bengaluru

Date: October 04, 2024

**Notes:**

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the Special Business and Secretarial Standard ("SS") on General Meeting at this EGM is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 09/2024 dated September 19, 2024 read with the Circulars dated May 05, 2020, May 05, 2022 and December 28, 2022 (collectively referred to as "MCA Circulars") permitted the holding of the EGM through VC/OAVM, without the physical presence of the Members at a common venue till September 30, 2025. Further, the Securities and Exchange Board of India ("SEBI") also earlier vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, Circular No. SEBI/HO/DDHS/DDHSRACPOD1/P/CIR/2023/001 dated January 05, 2023 ("SEBI Circulars") and Circular No. SEBI/HO/DDHS /P/CIR/2023/0164 dated October 06, 2023 has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations" or "LODR"). Hence, in compliance with the MCA Circulars and SEBI Circulars, EGM for the financial year 2024-2025 of the Company is being held through VC / OAVM on October 28 at 11:00 A.M (IST).
3. In accordance with the SS-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with clarification / guidance on applicability of SS-1 and SS-2 dated January 2024 effective April 01, 2024 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.
4. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Act, 2013, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant ("DP") are requested to register / update their email addresses with their DPs.
5. In compliance of Section 20 of the Act, and further to the aforesaid MCA Circulars, notice of EGM for the financial year 2024-2025 along with the explanatory statement is being sent only through electronic mode to the members whose e-mail addresses are registered with the Company / Depositories. Members may note that the notice of EGM will also be available on the Company's website: [www.pelatro.com](http://www.pelatro.com) website of the Stock Exchange i.e., NSE Limited: <https://www.nseindia.com> and on the website of NSDL: <https://www.evoting.nsdl.com/>

6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. In terms of provisions of Section 107 of the Act, the resolutions as set out in the notice are being conducted through e-voting, and therefore the said resolutions will not be decided on a show of hands at the EGM.
8. Members whose name are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. October 18, 2024, shall be entitled to avail the facility of remote e-voting at the EGM. Any recipient of the Notice, who has no voting right as on the cut- off date, shall treat this notice as an intimation only.
9. Members holding shares in physical mode and who have not registered/update their email address mobile number with the Company are requested to register/update the same by writing to the Company with details of folio number to the mail id [company.secretary@pelatro.com](mailto:company.secretary@pelatro.com).
10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13,2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.pelatro.com](http://www.pelatro.com). The Notice can also be accessed from the website of the National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
12. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
13. The Company has appointed Mr. Karthik S N, Practicing Company Secretary, registered with Institute of Company Secretaries of India, bearing M. No. F12078 | COP: 17639 as the Scrutinizer to scrutinize the remote e-voting process and voting during the EGM, in a fair and transparent manner.
14. As per the MCA Circular up to 1,000 members will be able to join the e-EGM on a first-come-first-served basis. However, this restriction shall not apply to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key

Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors et cetera.

15. Consolidation of physical share certificates: Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Registrar, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such members after making requisite changes.

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

The remote e-voting period begins on October 25, 2024, at 09:00 A.M. and ends on October 27, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. October 18, 2024 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 October 18, 2024.

**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.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ <b>Access to</b>



	<p><b>e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store                Google Play         </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and</li> </ol>



	<p>click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <ol style="list-style-type: none"> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<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 &amp; voting during the meeting.</p>

**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.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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

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

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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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***
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- 5. 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.
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](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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 [kjksiq@outlook.com](mailto:kjksiq@outlook.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Mr. Amit Vishal, Deputy Vice President at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [company.secretary@pelatro.com](mailto:company.secretary@pelatro.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [company.secretary@pelatro.com](mailto:company.secretary@pelatro.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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.
3. 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.
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 shall be the same person mentioned for Remote e-voting.

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

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

following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

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 [company.secretary@pelatro.com](mailto:company.secretary@pelatro.com). The same will be replied by the company suitably.
6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre register themselves by sending a request from their registered email address mentioning their names DPID and Client ID/Folio number, PAN and mobile number at [company.secretary@pelatro.com](mailto:company.secretary@pelatro.com) between October 25, 2024, at 09:00 A.M. and October 27, 2024 at 05:00 P.M. Only those Members who have pre-registered themselves as a speaker 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.

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

**Agenda 1 – To consider appointment and remuneration of the Statutory Auditor of the Company:**

Pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with rules made thereunder Gnanoba & Bhat, Chartered Accountants, (Firm Registration No.: 000939S) were appointed as the Statutory Auditor of the Company by the Members at the Annual General Meeting held on November 30, 2021, for a term of 5 years i.e. for the financial year 2021-2022 to 2025-2026. Further, Gnanoba & Bhat, Chartered Accountants submitted their resignation letter dated October 03, 2024 and accordingly resigned as Statutory Auditor of the Company with effective from the date of resignation i.e. October 03, 2024.

Therefore, the Company is required to appoint Statutory Auditor subject to the approval of members in the General Meeting.

Pursuant to the provisions of Section 139 and other applicable provisions, of the Act, the Company is required to obtain approval from the shareholders of the company, by an ordinary resolution, to appoint P Chandrasekar LLP bearing firm registration number 000580S/S200066 with the Institute of Chartered Accountants of India and PAN AABFP1536H as Statutory Auditor of the Company for the financial year beginning from April 01, 2024 to March 31, 2025, and to hold office up to the conclusion of the Annual General Meeting to be held for the financial year 2024-2025.

The Board recommends the resolution set out in the Notice to be passed as Ordinary Resolution.

The nature of concern or interest, financial or otherwise, if any, in respect of the special business proposed is mentioned as follows —

1. every director and the manager, if any : none interested
2. every other key managerial personnel : none interested
3. relatives of the persons mentioned in 1 and 2 above: none interested



**Agenda 2 – To consider and approve the payment of remuneration to Mr. Subash Menon (DIN: 00002486), Managing Director:**

The members of the Company had appointed Mr. Subash Menon as Managing Director in the EGM of the Company held on March 05, 2024 for a term of 5 years. Due to his immense contribution to the Company's growth, the Board on the basis of recommendations of Nomination & Remuneration Committee, had decided in its meeting held on October 04, 2024, to consider the payment of remuneration to Mr. Subash Menon (DIN: 00002486), Managing Director, in excess of the limits prescribed in Section 197 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, of INR 1.8 Crores per annum.

Therefore, the Company upon becoming Public Limited Listed Company is required to consider and approve the payment of remuneration to Mr. Subash Menon (DIN: 00002486), Managing Director subject to the approval of members in the General Meeting.

The Board recommends the resolution set out in the Notice to be passed as Special Resolution.

The nature of concern or interest, financial or otherwise, if any, in respect of the special business proposed is mentioned as follows —

1. every director and the manager, if any : Mr. Subash Menon
2. every other key managerial personnel : none interested
3. relatives of the persons mentioned in 1 and 2 above : none interested

By order of the Board of Directors  
For Pelatro Limited  
(Formerly known as Pelatro Private Limited)



**KHUSHBOO SHARMA**  
Digitally signed by  
KHUSHBOO SHARMA  
Date: 2024.10.04  
18:37:57 +05'30'

Khushboo Sharma  
Company Secretary and Compliance Officer  
A51813

Place: Bengaluru

Date: October 04, 2024