

May 25, 2024

**To,
National Stock Exchange of India Limited
Exchange plaza,
Bandra-Kurla Complex,
Bandra (E), Mumbai – 400051.
SYMBOL: PRAMARA**

Dear Sir/Ma'am,

Sub: Corrigendum to the Notice of the Extra-Ordinary General Meeting (“EGM”).

This is in continuation to our intimation dated May 14, 2024, wherein the Company has informed about the Extraordinary General Meeting (“EGM”) of the shareholders of the Company which is scheduled to be held on Wednesday, June 05, 2024 at 12:15 p.m. IST. through Video Conferencing / Other Audio-Visual Means.

The EGM Notice dated May 11, 2024, were sent to the shareholders of the Company on May 14, 2024, in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

This corrigendum to the Notice of the EGM regarding changes in the notice shall form an integral part of the Notice of EGM dated May 11, 2024, which has already been circulated to shareholders of Company and on and from the date hereof, the Notice of the EGM shall always be read in conjunction with this Corrigendum. A copy of detailed the Corrigendum is enclosed herewith. The said Corrigendum is also being uploaded on the website of the Company at www.pramara.com.

Except as detailed in the attached Corrigendum, all other items of the EGM Notice along with Explanatory Statement dated May 11, 2024, shall remain unchanged.

Kindly take the same on your record.

Thanking you,
Yours faithfully,
For Pramara Promotions Limited

**Rohit Lamba
Managing Director
DIN: 01796007**

**CORRIGENDUM TO THE NOTICE OF EXTRA-ORDINARY GENERAL MEETING
DATED MAY 11, 2024.**

**To,
The Members of Pramara Promotions Limited.**

This has reference to the Notice of Extra-ordinary General Meeting dated May 11, 2024, which was already emailed to all the shareholders of the Company on May 14, 2024, together with Explanatory Statement to the members of the Company, scheduled to be held on Wednesday, June 05, 2024 at 12:15 p.m. IST. through Video Conferencing / Other Audio-Visual Means pursuant to the applicable provisions of the Companies Act, 2013 (“Companies Act”), read with applicable rules of the Companies (Management and Administration) Rules, 2014 (“Rules”), (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings (“SS-2”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable laws and regulations.

The Company is issuing Corrigendum to the Notice of the EGM in relation to the rectification of Issue Price to Rs. 123.50 instead of Rs. 123 in accordance with SEBI (ICDR), Regulations, 2018 and removal of Mr. Jigar Kantilal Gosar and Mr. Harshit Ajay Tejani from the list of Proposed Allottee(s), The Objects of the Preferential Issue and Rectification of Valuation Report issued by Independent Registered Valuer, pursuant to the directions /suggestions/comments/remarks received from the National Stock Exchange of India Limited

Except as detailed i.e. removal of names of Mr. Jigar Kantilal Gosar and Mr. Harshit Ajay Tejani from the List of Proposed Allottee(s) and revision of price per share from Rs. 123 to Rs. 123.50 and its consequential changes to the issue size, amounts and percentages of Post Allotment of Equity Shares/Securities, wherever applicable, The Objects of the Preferential Issue and Rectification of Valuation Report issued by Independent Registered Valuer all other contents of May 11, 2024, shall remain unchanged.

However, for the sake of utmost clarity and have better understanding, instead of mentioning the changed points we have reproduced the revised resolution item no 2 and 3 along with the explanatory statement of the same after incorporating all the above changes as follows: –

2. To approve Issue of Equity Shares of the Company to certain identified persons/ entity on Preferential Basis:

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

“RESOLVED THAT pursuant to Section 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share

Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI (ICDR) Regulations”), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”) and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India (“SEBI”) and the stock exchange where the shares of the Company are listed (“Stock Exchange”), or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals / sanctions / permissions and / or consents, if any, and which may be agreed by the board of directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board, to create, issue, offer and allot, from time to time, in one or more tranches, up to 20,00,384/- (Twenty Lakh Three Hundred Eighty Four Only) Equity Shares having a face value of Rs. 10 each at a price of Rs. 123.50/- per Equity Share (including a premium of Rs. 113.50 per share), aggregating up to Rs. 24,70,47,424 (Twenty-Four Crores Seventy Lakhs Forty-Seven Thousand Four Hundred Twenty-Four Only) to the proposed allottees (as mentioned below) on preferential basis for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members. (**“Preferential Issue of Equity Shares”**).”

Sr No	Name of Proposed Allottees	Category	No. of equity shares to be issued
1.	Bimal Kalyandas Joukani	Non-Promoter	13,415
2.	Anshul Chandak	Non-Promoter	17,886
3.	Deepak Suresh Lala	Non-Promoter	13,415
4.	Hiral Kamleshbhai Madiya	Non-Promoter	19,675
5.	Jignesh H Desai HUF	Non-Promoter	19,675
6.	Kamlesh Sundarlal Madiya	Non-Promoter	19,675
7.	Karishma Jignesh Desai	Non-Promoter	19,675
8.	Kumar J Changani	Non-Promoter	22,358
9.	Naresh Chandar Khiyani	Non-Promoter	13,415
10.	Rahul R. Mahajan	Non-Promoter	22,358
11.	Sakshi Anil Arora	Non-Promoter	22,358
12.	Sumaiya Zuber Khan	Non-Promoter	22,358

13.	Yash Investment	Non-Promoter	59,024
14.	The Golden Bird India Fund LP	Non-Promoter	40,650
15.	Green Portfolio Private Limited	Non-Promoter	32,520
16.	Kalpana Jain	Non-Promoter	16,259
17.	Pharma Synth Formulations Limited	Non-Promoter	32,520
18.	Rajeev Agarwal	Non-Promoter	20,000
19.	Utpal Agarwal	Non-Promoter	20,000
20.	Hirav Pramod Patel	Non-Promoter	19,675
21.	Dhara Ramesh Gandhi	Non-Promoter	20,325
22.	Shruti R Sanghavi	Non-Promoter	19,675
23.	Vimlaben Laxmichand Chheda	Non-Promoter	19,675
24.	Prem Kumar Bajaj	Non-Promoter	41,138
25.	J M Prosperios Private Limited	Non-Promoter	19,675
26.	Deepak Kheraj Gada	Non-Promoter	19,675
27.	Deepti Jain Faria	Non-Promoter	19,675
28.	Dhara Rajesh Mamania	Non-Promoter	19,675
29.	Heena Arun Gogri	Non-Promoter	19,675
30.	Hetal B Shah	Non-Promoter	19,675
31.	Hirji Bharmal Shah HUF	Non-Promoter	19,675
32.	Jignesh Rameshwarchandra Thaleshwar	Non-Promoter	19,675
33.	Kishore Champshi Shah	Non-Promoter	19,675
34.	Laxmichand Virji Karani	Non-Promoter	19,675
35.	Maya Mulesh Savla	Non-Promoter	19,675
36.	Nitin Talakshi Chheda	Non-Promoter	19,675
37.	Parul D Pipalia	Non-Promoter	19,675
38.	Prakash Sushilkumar Diwan	Non-Promoter	41,138
39.	Paras Jayantilal Nandu HUF	Non-Promoter	19,675
40.	Rajeev Purshottamdasji Gupta	Non-Promoter	25,041
41.	Santosh Agarwal	Non-Promoter	25,041
42.	Seema Vora	Non-Promoter	1,60,976
43.	Shaili Sudhir Bheda	Non-Promoter	1,11,789
44.	Vijay Chandrakant Shah	Non-Promoter	19,675
45.	Banjul Ashok Shah	Non-Promoter	4,065
46.	Geeta Bharat Sampat	Non-Promoter	4,065
47.	Shraddha Shah	Non-Promoter	4,065
48.	Sushrut Desai	Non-Promoter	4,065
49.	Rushabh Rajubhai Shah	Non-Promoter	24,390
50.	Deepesh Shah HUF	Non-Promoter	19,675
51.	Dhiren K Haria Huf	Non-Promoter	19,675
52.	Hemlata Rajesh Karani	Non-Promoter	26,829
53.	Ishita Yatin Mota	Non-Promoter	19,675
54.	Madhu Lahoti	Non-Promoter	19,675
55.	Neeta Vijay Sangoi	Non-Promoter	19,675
56.	Niti Nilesh Gala	Non-Promoter	19,675
57.	Pikesh Mangilal Jain	Non-Promoter	19,675
58.	Radhe Krishna Corporate Services LLP	Non-Promoter	19,675
59.	Radhika Soni	Non-Promoter	1,60,000

60.	Ritesh Kumar Jain	Non-Promoter	19,675
61.	Sarvesh Lahoti	Non-Promoter	19,675
62.	Kabra Sunil Murlimanohar	Non-Promoter	41,000
63.	Suresh Lahoti	Non-Promoter	25,000
64.	Diya Pathak	Non-Promoter	20,346
65.	Parag Has Mukh Shah	Non-Promoter	19,675
66.	Bhavik Ajit Nagda	Non-Promoter	19,675
67.	Nelay Jignesh Thaleshwar	Non-Promoter	19,675
68.	Pratham Hiren Thaleshwar	Non-Promoter	19,675
69.	Rajesh Laxmidas Rawani	Non-Promoter	20,000
70.	Pavni Singla	Non-Promoter	20,000
71.	Sunny Tyagi	Non-Promoter	8,130
72.	Gaurang Jayantilal Meghani	Non-Promoter	12,195
73.	Krupa Chintan Shah	Non-Promoter	8,130
74.	Manojkumar Laljibhai Solanki	Non-Promoter	8,130
75.	Damini Goswamy	Non-Promoter	20,000
76.	Deepika Ruhil	Non-Promoter	20,000
77.	Sonia Agarwal	Non-Promoter	8,130
78.	Arjun Gandotra	Non-Promoter	20,560
79.	Sushil Singhal	Non-Promoter	19,500
80.	Sakshi Rajesh Agicha	Non-Promoter	19,500
Total			20,00,384

“RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations the “Relevant Date” for the purpose of calculating the floor price for the issue of Equity Shares be and is hereby fixed as May 06, 2024 being the weekday 30 days prior to the date of Extraordinary General Meeting i.e. Wednesday, June 05, 2024.”

“RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions (“Offer Document”) after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange and within the timelines prescribed under the applicable laws.”

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

- I. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals.

- II. The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- III. The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- IV. The Investor shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor, on or before the date of allotment thereof.
- V. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.
- VI. The Equity Shares shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, 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 Preferential 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 the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and

compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations 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 the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose 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.”

3. To approve Issue of Equity Warrants of the Company to certain identified persons / entity on Preferential Basis:

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

“RESOLVED THAT pursuant to Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI (ICDR) Regulations”), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”) and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India (“SEBI”) and the stock exchange where the shares of the Company are listed (“Stock Exchange”), or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company, the provisions of the Foreign Exchange Management Act, 1999 (the “FEMA”) and rules and regulations framed thereunder as amended, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force) and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals/ sanctions / permissions and / or consents, if any, and which may be agreed by the board of directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers

conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board, to create, issue, offer and allot, from time to time, in one or more tranches, up to 6,00,000 (Six Lacs) equity warrants (“Warrants”) at a price of Rs. 123.50/- per Warrant (including a premium of Rs. 113.50 per Warrant), aggregating up to Rs. 7,41,00,000 (Rupees Seven Crore Forty-One Lacs Only) with a right to the warrant holders to apply for and be allotted equivalent number of equity share of the face value of Rs. 10/- within a period of 12 (Twelve) months from the date of allotment of the Warrants, to the proposed allottees as mentioned below on preferential basis for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members (“**Preferential Issue of Warrants**”).”

Sr No	Name of Proposed Allottee	Category	No. of warrants to be issued
1.	Rohit Nandkishore Lamba	Promoter	2,85,000
2.	Sheetal Rohit Lamba	Promoter	15,000
3.	S V Enterprises	Non-Promoter	3,00,000
Total			6,00,000

“RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations the “Relevant Date” for the purpose of calculating the floor price for the issue of Warrants be and is hereby fixed as May 06, 2024 being the weekday 30 days prior to the date of Extraordinary General Meeting i.e. Wednesday, June 05, 2024.”

“RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions (“Offer Document”) after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange and within the timelines prescribed under the applicable laws.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of the Warrants shall be subject to the following terms and conditions:

- I. The warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the warrants in one or more tranches within a period of 12 (Twelve) months from the date of

allotment of the warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the warrant holders.

- II. An amount equivalent to 25% of the warrant issue price shall be payable at the time of subscription and allotment of each warrant and the balance 75% shall be payable by the warrant holder(s) on the exercise of the warrant(s).
- III. In the event that, a warrant holder does not exercise the warrants within a period of 12 (Twelve) months from the date of allotment of such warrants, the unexercised warrants shall lapse and the amount paid by the warrant holders on such warrants shall stand forfeited by Company.
- IV. The price determined above and the number of Equity Shares to be allotted on exercise of the warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- V. Apart from the said right of adjustment mentioned in (iv) above, the warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the warrant holder thereof any rights akin to that of shareholder(s) of the Company.
- VI. The proposed warrants shall be issued and allotted by the Company to proposed allottee within a period of 15 (fifteen) days from the date of passing of this resolution provided that where the issue and allotment of the proposed warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date receipt of last of such approvals, if any.
- VII. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the warrant holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- VIII. The warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation / sub-division / re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.
- IX. The allotment of the Equity Shares pursuant to exercise of warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottee.

- X. The Equity Shares so allotted on exercise of the warrants 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 then existing Equity Shares of the Company.
- XI. The warrants and equity shares issued pursuant to the exercise of the warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, 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 Preferential 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 the warrants and thereafter allotment of Equity Shares further to exercise of the warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the warrants including deciding the size and timing of any tranche of the warrants), entering into contracts, arrangements, memorandum, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants) and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining in-principle and listing approval of the warrants, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India)Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the warrants and Equity Shares (to be issued on exercise of the warrants) with the depositories, viz. NSDL and CDSL and for the credit of such warrants / Shares to the respective dematerialized securities account of the proposed allottees and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and

undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations 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 the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose 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.”

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Item No. 2 & 3:

The Board has explored various options and proposed to raise fund by way of issue of Equity Shares and Equity Warrants on preferential basis, for the purpose as detailed below. The Board of Directors of the Company (“**Board**”) in their meeting held on Saturday, May 11, 2024 and Friday May 24, 2024 subject to necessary approval(s), have approved the proposal for raising of funds by way of issue of up to 20,00,384 Equity Shares having a face value of Rs. 10/- each at a price of Rs. 123.50/- per Equity Share (Including a premium of Rs. 113.50/- per Equity Share) aggregating up to Rs. 24,70,47,424 and up to 6,00,000 equity warrants (“Warrants”) at a price of Rs. 123.50/- per warrant (“Warrant Issue Price”) aggregating up to Rs. 7,41,00,000/-with a right to the warrant holders to apply for and be allotted equivalent number of equity share of the face value of Rs. 10/- of the Company within a period of 12 (Twelve) months from the date of allotment of the Warrants and to the proposed allottees as mentioned below on preferential basis for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

Sr No	Name of Proposed Allottee(s)	Category	No. of Equity Shares to be issued	No. of Warrants to be allotted
1.	Bimal Kalyandas Joukani	Non-Promoter	13,415	Nil
2.	Anshul Chandak	Non-Promoter	17,886	Nil
3.	Deepak Suresh Lala	Non-Promoter	13,415	Nil
4.	Hiral Kamleshbhai Madiya	Non-Promoter	19,675	Nil
5.	Jignesh H Desai HUF	Non-Promoter	19,675	Nil
6.	Kamlesh Sundarlal Madiya	Non-Promoter	19,675	Nil
7.	Karishma Jignesh Desai	Non-Promoter	19,675	Nil
8.	Kumar J Changani	Non-Promoter	22,358	Nil
9.	Naresh Chandar Khiyani	Non-Promoter	13,415	Nil
10.	Rahul R. Mahajan	Non-Promoter	22,358	Nil
11.	Sakshi Anil Arora	Non-Promoter	22,358	Nil

12.	Sumaiya Zuber Khan	Non-Promoter	22,358	Nil
13.	Yash Investment	Non-Promoter	59,024	Nil
14.	The Golden Bird India Fund LP	Non-Promoter	40,650	Nil
15.	Green Portfolio Private Limited	Non-Promoter	32,520	Nil
16.	Kalpana Jain	Non-Promoter	16,259	Nil
17.	Pharma Synth Formulations Limited	Non-Promoter	32,520	Nil
18.	Rajeev Agarwal	Non-Promoter	20,000	Nil
19.	Utpal Agarwal	Non-Promoter	20,000	Nil
20.	Hirav Pramod Patel	Non-Promoter	19,675	Nil
21.	Dhara Ramesh Gandhi	Non-Promoter	20,325	Nil
22.	Shruti R Sanghavi	Non-Promoter	19,675	Nil
23.	Vimlaben Laxmichand Chheda	Non-Promoter	19,675	Nil
24.	Prem Kumar Bajaj	Non-Promoter	41,138	Nil
25.	J M Prosperios Private Limited	Non-Promoter	19,675	Nil
26.	Deepak Kheraj Gada	Non-Promoter	19,675	Nil
27.	Deepti Jain Faria	Non-Promoter	19,675	Nil
28.	Dhara Rajesh Mamania	Non-Promoter	19,675	Nil
29.	Heena Arun Gogri	Non-Promoter	19,675	Nil
30.	Hetal B Shah	Non-Promoter	19,675	Nil
31.	Hirji Bharmal Shah HUF	Non-Promoter	19,675	Nil
32.	Jignesh Rameshwarchandra Thaleshwar	Non-Promoter	19,675	Nil
33.	Kishore Champshi Shah	Non-Promoter	19,675	Nil
34.	Laxmichand Virji Karani	Non-Promoter	19,675	Nil
35.	Maya Mulesh Savla	Non-Promoter	19,675	Nil
36.	Nitin Talakshi Chheda	Non-	19,675	Nil

		Promoter		
37.	Parul D Pipalia	Non-Promoter	19,675	Nil
38.	Prakash Sushilkumar Diwan	Non-Promoter	41,138	Nil
39.	Paras Jayantilal Nandu HUF	Non-Promoter	19,675	Nil
40.	Rajeev Purshottamdasji Gupta	Non-Promoter	25,041	Nil
41.	Santosh Agarwal	Non-Promoter	25,041	Nil
42.	Seema Vora	Non-Promoter	1,60,976	Nil
43.	Shaili Sudhir Bheda	Non-Promoter	1,11,789	Nil
44.	Vijay Chandrakant Shah	Non-Promoter	19,675	Nil
45.	Banjul Ashok Shah	Non-Promoter	4,065	Nil
46.	Geeta Bharat Sampat	Non-Promoter	4,065	Nil
47.	Shraddha Shah	Non-Promoter	4,065	Nil
48.	Sushrut Desai	Non-Promoter	4,065	Nil
49.	Rushabh Rajubhai Shah	Non-Promoter	24,390	Nil
50.	Deepesh Shah HUF	Non-Promoter	19,675	Nil
51.	Dhiren K Haria Huf	Non-Promoter	19,675	Nil
52.	Hemlata Rajesh Karani	Non-Promoter	26,829	Nil
53.	Ishita Yatin Mota	Non-Promoter	19,675	Nil
54.	Madhu Lahoti	Non-Promoter	19,675	Nil
55.	Neeta Vijay Sangoi	Non-Promoter	19,675	Nil
56.	Niti Nilesh Gala	Non-Promoter	19,675	Nil
57.	Pikesh Mangilal Jain	Non-Promoter	19,675	Nil
58.	Radhe Krishna Corporate Services LLP	Non-Promoter	19,675	Nil
59.	Radhika Soni	Non-Promoter	1,60,000	Nil
60.	Ritesh Kumar Jain	Non-	19,675	Nil

		Promoter		
61.	Sarvesh Lahoti	Non-Promoter	19,675	Nil
62.	Kabra Sunil Murlimanohar	Non-Promoter	41,000	Nil
63.	Suresh Lahoti	Non-Promoter	25,000	Nil
64.	Diya Pathak	Non-Promoter	20,346	Nil
65.	Parag Hasmukh Shah	Non-Promoter	19,675	Nil
66.	Bhavik Ajit Nagda	Non-Promoter	19,675	Nil
67.	Nelay Jignesh Thaleshwar	Non-Promoter	19,675	Nil
68.	Pratham Hiren Thaleshwar	Non-Promoter	19,675	Nil
69.	Rajesh Laxmidas Rawani	Non-Promoter	20,000	Nil
70.	Pavni Singla	Non-Promoter	20,000	Nil
71.	Sunny Tyagi	Non-Promoter	8,130	Nil
72.	Gaurang Jayantilal Meghani	Non-Promoter	12,195	Nil
73.	Krupa Chintan Shah	Non-Promoter	8,130	Nil
74.	Manojkumar Laljibhai Solanki	Non-Promoter	8,130	Nil
75.	Damini Goswamy	Non-Promoter	20,000	Nil
76.	Deepika Ruhil	Non-Promoter	20,000	Nil
77.	Sonia Agarwal	Non-Promoter	8,130	Nil
78.	Arjun Gandotra	Non-Promoter	20,560	Nil
79.	Sushil Singhal	Non-Promoter	19,500	Nil
80.	Sakshi Rajesh Agicha	Non-Promoter	19,500	Nil
81.	Rohit Nandkishore Lamba	Promoter	Nil	2,85,000
82.	Sheetal Rohit Lamba	Promoter	Nil	15,000
83.	S V Enterprises	Non-Promoter	Nil	3,00,000

In terms of Section 62 (read with section 42 of the Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of Chapter V "Preferential Issue" of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the Preferential Issue requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

The issue and allotment of Equity Shares shall be on the terms and conditions, as mentioned below:

1. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals.
2. The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
3. The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
4. The Investor shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor, on or before the date of allotment thereof.
5. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.
6. The Equity Shares shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

The issue and allotment of Warrants including resultant equity shares arising out of exercise of option attached to Warrants shall be on the terms and conditions, as mentioned below:

- I. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 12 (Twelve) months from the date of allotment of the Warrants by issuing exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the Warrant holders.

- II. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
- III. In the event that, a Warrant holder does not exercise the Warrants within a period of 12 (Twelve) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- IV. The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- V. Apart from the said right of adjustment mentioned in (iv) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.
- VI. The proposed warrants shall be issued and allotted by the Company to proposed allottee 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 warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of fifteen (15) days from the date receipt of last of such approvals, if any.
- VII. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- VIII. The warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation / sub-division / re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.
- IX. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottee.
- X. The Equity Shares so allotted on exercise of the Warrants 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 then existing Equity Shares of the Company.

XI. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.

The following disclosures for the issue of equity shares on preferential basis are made in accordance with the provisions of Section 62 and The Companies (Prospectus and Allotment of Securities) Rules, 2014 and SEBI (ICDR) Regulations:

i. The objects of the preferential issue:

The proceeds of the preferential issue will be utilized for any one or in combination with any one or more of the purposes such as:

Purpose	Amount in Rs.	Tentative Timeline for utilization	Till funds are utilized, disclose the mode in which funds will be kept
Long-Term Working Capital	24,10,00,000	12 months	Deposited in Schedule Commercial Bank, in Cash credit / Fixed Deposit accounts
General Corporate Purpose	8,01,47,424	12 months	Deposited in Schedule Commercial Bank, in Cash credit / Fixed Deposit accounts

The above stated fund requirements are based on internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business. The Company may have to revise its estimates from time to time on account of various factors beyond its control, such as financial, market and sectoral conditions, competitive environment, business performance and strategy and interest or exchange rate fluctuations. Consequently, the funding requirements of our Company and deployment schedules are subject to revision in the future at the discretion of the management, however the same will be done in compliance with applicable laws.

ii. The total number of shares or other securities to be issued:

The Board, pursuant to its resolution dated Saturday, May 11, 2024 subject to necessary approval(s), have approved the proposal for raising of funds by way of issue of up to 20,00,384 Equity Shares having a face value of Rs. 10/- each at a price of Rs. 123.50/- per Equity Share (Including a premium of Rs. 113.50/- per Equity Share) aggregating up to Rs. 24,70,47,424 and up to 6,00,000 equity warrants (“Warrants”) at a price of Rs. 123.50/- per warrant (“Warrant Issue Price”) aggregating up to Rs. 7,41,00,000/-.

iii. amount which the company intends to raise by way of such securities

Amount to be raised by issue of Equity Shares is up to Rs. 24,70,47,424 and Warrants is up to Rs. 7,41,00,000 and by aggregating up to Rs. 32,11,47,424

iv. The price or price band at which the allotment is proposed:

Issue Price is Rs. 123.50 per Equity Share and Per Warrant.

v. Basis on which the price has been arrived at:

- a. The equity shares of Company are listed on SME Platform of NSE Limited i.e. NSE EMERGE PLATFORM (Stock Exchange) and are frequently traded in accordance with the SEBI (ICDR) Regulations. Therefore, trading volume of the Equity Shares on the NSE SME, during the preceding 90 trading days prior to the Relevant Date has been considered to determine the issue price.
- b. In terms of the provisions of Regulation 164(1) of ICDR Regulations, the price at which Equity Shares shall be allotted shall not be less than higher of the following:
 - i. the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date i.e. Rs. 123.50/- per equity share
 - or
 - ii. the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date i.e. Rs. 108.25/-per equity share.

We also confirm that the Articles of Association doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

In view of the above, the Board of the Company has fixed the issue price of Rs. 123.50/- which is above the floor price as determined in compliance with the requirements of the ICDR Regulations.

The valuation report dated May 11, 2024 and Revised Report dated May 23, 2024, pursuant to change in price, issued by Ms. Neha Bhandari independent registered

valuer (registration no. IBB/RV/16/2021/14449, having office at Daulat Villa, 2, Museum Road, Nr. Ramniwas Garden, Mumbai), in accordance with SEBI ICDR Regulations (“Valuation Report”). The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company’s website at the link: www.pramara.com.

vi. The relevant date on the basis of which price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Warrants and Equity Shares is May 06, 2024, being the 30 days prior to the date of Extraordinary General Meeting i.e. Wednesday, June 05, 2024.

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

Sr No	Name of Proposed Allottee(s)	Identity of Natural Person who are the Ultimate Beneficial Owner of the Shares proposed to be issued	Category	No. of Equity Shares to be issued	No. of Warrants to be allotted
1.	Bimal Kalyandas Joukani	Not Applicable	Non-Promoter	13,415	Nil
2.	Anshul Chandak	Not Applicable	Non-Promoter	17,886	Nil
3.	Deepak Suresh Lala	Not Applicable	Non-Promoter	13,415	Nil
4.	Hiral Kamleshbhai Madiya	Not Applicable	Non-Promoter	19,675	Nil
5.	Jignesh H Desai HUF	Jignesh Harsukhbhai Desai	Non-Promoter	19,675	Nil
6.	Kamlesh Sundarlal Madiya	Not Applicable	Non-Promoter	19,675	Nil
7.	Karishma Jignesh Desai	Not Applicable	Non-Promoter	19,675	Nil
8.	Kumar J Changani	Not Applicable	Non-Promoter	22,358	Nil
9.	Naresh Chandar Khiyani	Not Applicable	Non-Promoter	13,415	Nil
10.	Rahul R. Mahajan	Not Applicable	Non-Promoter	22,358	Nil
11.	Sakshi Anil Arora	Not Applicable	Non-Promoter	22,358	Nil
12.	Sumaiya Zuber Khan	Not Applicable	Non-Promoter	22,358	Nil
13.	Yash Investment	Pratik Solanki	Non-Promoter	59,024	Nil

14.	The Golden Bird India Fund LP	Rohit Jain	Non-Promoter	40,650	Nil
15.	Green Portfolio Private Limited	Anju Jain Divam Sharma Ruchi Sharma Rohit Jain	Non-Promoter	32,520	Nil
16.	Kalpana Jain	Not Applicable	Non-Promoter	16,259	Nil
17.	Pharma Synth Formulations Limited	Arvind Gupta	Non-Promoter	32,520	Nil
18.	Rajeev Agarwal	Not Applicable	Non-Promoter	20,000	Nil
19.	Utpal Agarwal	Not Applicable	Non-Promoter	20,000	Nil
20.	Hirav Pramod Patel	Not Applicable	Non-Promoter	19,675	Nil
21.	Dhara Ramesh Gandhi	Not Applicable	Non-Promoter	20,325	Nil
22.	Shruti R Sanghavi	Not Applicable	Non-Promoter	19,675	Nil
23.	Vimlaben Laxmichand Chheda	Not Applicable	Non-Promoter	19,675	Nil
24.	Prem Kumar Bajaj	Not Applicable	Non-Promoter	41,138	Nil
25.	J M Prosperios Private Limited	Krunal Pandya	Non-Promoter	19,675	Nil
26.	Deepak Kheraj Gada	Not Applicable	Non-Promoter	19,675	Nil
27.	Deepti Jain Faria	Not Applicable	Non-Promoter	19,675	Nil
28.	Dhara Rajesh Mamania	Not Applicable	Non-Promoter	19,675	Nil
29.	Heena Arun Gogri	Not Applicable	Non-Promoter	19,675	Nil
30.	Hetal B Shah	Not Applicable	Non-Promoter	19,675	Nil
31.	Hirji Bharmal Shah HUF	Mukesh Hirji Shah	Non-Promoter	19,675	Nil
32.	Jignesh Rameshwarchandra Thaleswar	Not Applicable	Non-Promoter	19,675	Nil
33.	Kishore Champshi Shah	Not Applicable	Non-Promoter	19,675	Nil
34.	Laxmichand Virji Karani	Not Applicable	Non-Promoter	19,675	Nil
35.	Maya Mulesh Savla	Not Applicable	Non-Promoter	19,675	Nil
36.	Nitin Talakshi Chheda	Not Applicable	Non-	19,675	Nil

			Promoter		
37.	Parul D Pipalia	Not Applicable	Non-Promoter	19,675	Nil
38.	Prakash Sushilkumar Diwan	Not Applicable	Non-Promoter	41,138	Nil
39.	Paras Jayantilal Nandu HUF	Paras Jayantilal Nandu	Non-Promoter	19,675	Nil
40.	Rajeev Purshottamdasji Gupta	Not Applicable	Non-Promoter	25,041	Nil
41.	Santosh Agarwal	Not Applicable	Non-Promoter	25,041	Nil
42.	Seema Vora	Not Applicable	Non-Promoter	1,60,976	Nil
43.	Shaili Sudhir Bheda	Not Applicable	Non-Promoter	1,11,789	Nil
44.	Vijay Chandrakant Shah	Not Applicable	Non-Promoter	19,675	Nil
45.	Banjul Ashok Shah	Not Applicable	Non-Promoter	4,065	Nil
46.	Geeta Bharat Sampat	Not Applicable	Non-Promoter	4,065	Nil
47.	Shraddha Shah	Not Applicable	Non-Promoter	4,065	Nil
48.	Sushrut Desai	Not Applicable	Non-Promoter	4,065	Nil
49.	Rushabh Rajubhai Shah	Not Applicable	Non-Promoter	24,390	Nil
50.	Deepesh Shah HUF	Deepesh Shah	Non-Promoter	19,675	Nil
51.	Dhiren K Haria HUF	Dhiren Khiyashi Haria	Non-Promoter	19,675	Nil
52.	Hemlata Rajesh Karani	Not Applicable	Non-Promoter	26,829	Nil
53.	Ishita Yatin Mota	Not Applicable	Non-Promoter	19,675	Nil
54.	Madhu Lahoti	Not Applicable	Non-Promoter	19,675	Nil
55.	Neeta Vijay Sangoi	Not Applicable	Non-Promoter	19,675	Nil
56.	Niti Nilesh Gala	Not Applicable	Non-Promoter	19,675	Nil
57.	Pikesh Mangilal Jain	Not Applicable	Non-Promoter	19,675	Nil
58.	Radhe Krishna Corporate Services LLP	Vivek Vaishnav	Non-Promoter	19,675	Nil
59.	Radhika Soni	Not Applicable	Non-Promoter	1,60,000	Nil
60.	Ritesh Kumar Jain	Not Applicable	Non-Promoter	19,675	Nil

61.	Sarvesh Lahoti	Not Applicable	Non-Promoter	19,675	Nil
62.	Kabra Sunil Murlimanohar	Not Applicable	Non-Promoter	41,000	Nil
63.	Suresh Lahoti	Not Applicable	Non-Promoter	25,000	Nil
64.	Diya Pathak	Not Applicable	Non-Promoter	20,346	Nil
65.	Parag Hasmukh Shah	Not Applicable	Non-Promoter	19,675	Nil
66.	Bhavik Ajit Nagda	Not Applicable	Non-Promoter	19,675	Nil
67.	Nelay Jignesh Thaleshwar	Not Applicable	Non-Promoter	19,675	Nil
68.	Pratham Hiren Thaleshwar	Not Applicable	Non-Promoter	19,675	Nil
69.	Rajesh Laxmidas Rawani	Not Applicable	Non-Promoter	20,000	Nil
70.	Pavni Singla	Not Applicable	Non-Promoter	20,000	Nil
71.	Sunny Tyagi	Not Applicable	Non-Promoter	8,130	Nil
72.	Gaurang Jayantilal Meghani	Not Applicable	Non-Promoter	12,195	Nil
73.	Krupa Chintan Shah	Not Applicable	Non-Promoter	8,130	Nil
74.	Manojkumar Laljibhai Solanki	Not Applicable	Non-Promoter	8,130	Nil
75.	Damini Goswamy	Not Applicable	Non-Promoter	20,000	Nil
76.	Deepika Ruhil	Not Applicable	Non-Promoter	20,000	Nil
77.	Sonia Agarwal	Not Applicable	Non-Promoter	8,130	Nil
78.	Arjun Gandotra	Not Applicable	Non-Promoter	20,560	Nil
79.	Sushil Singhal	Not Applicable	Non-Promoter	19,500	Nil
80.	Sakshi Rajesh Agicha	Not Applicable	Non-Promoter	19,500	Nil
81.	Rohit Nandkishore Lamba	Not Applicable	Promoter	Nil	2,85,000
82.	Sheetal Rohit Lamba	Not Applicable	Promoter	Nil	15,000
83.	S V Enterprises	Sanjay Harshadrai Mehta Vishal Ashok Talreja	Non-Promoter	Nil	3,00,000

viii. Intention of Promoters, directors or key managerial personnel to subscribe to the offer:

Following Promoters/ members group intent to participate in offer:

Name of Promoters	No. of Warrants to be allotted	Total contribution to the offer in Rs.
Rohit Nandkishore Lamba	2,85,000	35,19,7500
Sheetal Rohit Lamba	15,000	18,52,500

None of the other Directors or Key Managerial Personnel of the Company will subscribe to the proposed issue and they will not be making any contribution as part of the offer.

ix. The proposed time within which the allotment shall be completed:

Under Regulation 170 of the SEBI (ICDR) Regulations, Preferential Allotment of the Equity Shares and Warrants is required to be completed within a period of 15 (fifteen) days from the date of passing of the special resolution of the shareholders of the Company or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority or the Central Government for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.

Further, the allotment of the equity shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottee.

x. The percentage (%) of Post Preferential Issue Capital that may be held by allottees and Change in Control, if any, consequent to the Preferential Issue:

Sr No	Name of Investor	Category	Pre-Preferential Issue as on May 11, 2024		No. of Equity Shares to be allotted	No. of Warrants to be allotted	Post Allotment of Equity Shares/ securities pursuant to the Preferential Allotment (Assuming conversion of all warrants)	
			No. of Equity Shares held	% Held			No. of Equity Shares Held	% Held
1.	Bimal Kalyandas Joukani	Non-Promoter	Nil	Nil	13,415	Nil	13,415	0.12
2.	Anshul Chandak	Non-	Nil	Nil	17,886	Nil	17,886	0.15

		Promoter						
3.	Deepak Suresh Lala	Non-Promoter	Nil	Nil	13,415	Nil	13,415	0.12
4.	Hiral Kamleshbhai Madiya	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17
5.	Jignesh H Desai HUF	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17
6.	Kamlesh Sundarlal Madiya	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17
7.	Karishma Desai	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17
8.	Kumar J Changani	Non-Promoter	Nil	Nil	22,358	Nil	22,358	0.19
9.	Naresh Chandar Khiyani	Non-Promoter	Nil	Nil	13,415	Nil	13,415	0.12
10.	Rahul R. Mahajan	Non-Promoter	Nil	Nil	22,358	Nil	22,358	0.19
11.	Sakshi Anil Arora	Non-Promoter	Nil	Nil	22,358	Nil	22,358	0.19
12.	Sumaiya Zuber Khan	Non-Promoter	Nil	Nil	22,358	Nil	22,358	0.19
13.	Yash Investment	Non-Promoter	Nil	Nil	59,024	Nil	59,024	0.51
14.	The Golden Bird India Fund LP	Non-Promoter	Nil	Nil	40,650	Nil	40,650	0.35
15.	Green Portfolio Private Limited	Non-Promoter	Nil	Nil	32,520	Nil	32,520	0.28
16.	Kalpana Jain	Non-Promoter	Nil	Nil	16,259	Nil	16,259	0.14
17.	Pharma Synth Formulations Limited	Non-Promoter	Nil	Nil	32,520	Nil	32,520	0.28
18.	Rajeev Agarwal	Non-Promoter	Nil	Nil	20,000	Nil	20,000	0.17
19.	Utpal Agarwal	Non-Promoter	Nil	Nil	20,000	Nil	20,000	0.17
20.	Hirav Pramod Patel	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17
21.	Dhara Ramesh Gandhi	Non-Promoter	Nil	Nil	20,325	Nil	20,325	0.17
22.	Shruti R Sanghavi	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17
23.	Vimlaben Laxmichand Chheda	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17
24.	Prem Kumar Bajaj	Non-Promoter	Nil	Nil	41,138	Nil	41,138	0.35
25.	J M Prosperios Private Limited	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17
26.	Deepak Kheraj Gada	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17
27.	Deepti Jatin Faria	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17
28.	Dhara Rajesh Mamania	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17

29	Heena Arun Gogri	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17
30	Hetal B Shah	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17
31	Hirji Bharmal Shah HUF	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17
32	Jignesh Rameshchandra Thaleshwar	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17
33	Kishore Shah	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17
34	Laxmichand Virji Karani	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17
35	Maya M Savla	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17
36	Nitin Talakshi Chheda	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17
37	Parul D Pipalia	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17
38	Prakash Diwan	Non-Promoter	Nil	Nil	41,138	Nil	41,138	0.35
39	Paras Jayantilal Nandu HUF	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17
40	Rajeev Purushottamdasji Gupta	Non-Promoter	Nil	Nil	25,041	Nil	25,041	0.22
41	Santosh Agarwal	Non-Promoter	Nil	Nil	25,041	Nil	25,041	0.22
42	Seema Dilip Vora	Non-Promoter	Nil	Nil	1,60,976	Nil	1,60,976	1.38
43	Shaili Sudhir Bheda	Non-Promoter	Nil	Nil	1,11,789	Nil	1,11,789	0.96
44	Vijesh Chandrakant Shah	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17
45	Banjul Ashok Shah	Non-Promoter	Nil	Nil	4,065	Nil	4,065	0.03
46	Geeta Bharat Sampat	Non-Promoter	Nil	Nil	4,065	Nil	4,065	0.03
47	Shraddha Shah	Non-Promoter	Nil	Nil	4,065	Nil	4,065	0.03
48	Sushrut Desai	Non-Promoter	Nil	Nil	4,065	Nil	4,065	0.03
49	Rushabh Rajubhai Shah	Non-Promoter	Nil	Nil	24,390	Nil	24,390	0.21
50	Deepesh Shah HUF	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17
51	Dhiren K Haria Huf	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17
52	Hemlata Rajesh Karani	Non-Promoter	Nil	Nil	26,829	Nil	26,829	0.23
53	Ishita Yatin Mota	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17
54	Madhu Lahoti	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17

55	Neeta Vijay Sangoi	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17
56	Niti Nilesh Gala	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17
57	Pikesh M Jain	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17
58	Radhe Krishna Corporate Services LLP	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17
59	Radhika Soni	Non-Promoter	Nil	Nil	1,60,000	Nil	1,60,000	1.38
60	Ritesh Kumar Jain	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17
61	Sarvesh Lahoti	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17
62	Kabra Sunil Murlimanohar	Non-Promoter	Nil	Nil	41,000	Nil	41,000	0.35
63	Suresh Lahoti	Non-Promoter	Nil	Nil	25,000	Nil	25,000	0.21
64	Diya Pathak	Non-Promoter	Nil	Nil	20,346	Nil	20,346	0.17
65	Parag H Shah	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17
66	Bhavik Ajit Nagda	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17
67	Nelay Jignesh Thaleshwar	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17
68	Pratham H Thaleshwar	Non-Promoter	Nil	Nil	19,675	Nil	19,675	0.17
69	Rajesh Laxmidas Rawani	Non-Promoter	Nil	Nil	20,000	Nil	20,000	0.17
70	Pavni Singla	Non-Promoter	Nil	Nil	20,000	Nil	20,000	0.17
71	Sunny Tyagi	Non-Promoter	Nil	Nil	8,130	Nil	8,130	0.07
72	Gaurang Jayantilal Meghani	Non-Promoter	Nil	Nil	12,195	Nil	12,195	0.10
73	Krupa Chintan Shah	Non-Promoter	Nil	Nil	8,130	Nil	8,130	0.07
74	Manojkumar Laljibhai Solanki	Non-Promoter	Nil	Nil	8,130	Nil	8,130	0.07
75	Damini Goswamy	Non-Promoter	Nil	Nil	20,000	Nil	20,000	0.17
76	Deepika Ruhil	Non-Promoter	Nil	Nil	20,000	Nil	20,000	0.17
77	Sonia Agarwal	Non-Promoter	Nil	Nil	8,130	Nil	8,130	0.07
78	Arjun Gandotra	Non-Promoter	Nil	Nil	20,560	Nil	20,560	0.18
79	Sushil Singhal	Non-Promoter	Nil	Nil	19,500	Nil	19,500	0.17
80	Sakshi Rajesh Agicha	Non-Promoter	Nil	Nil	19,500	Nil	19,500	0.17

81	Rohit Nandkishore Lamba	Promoter	57,27,325	63.39	Nil	2,85,000	60,12,325	51.67
82	Sheetal Rohit Lamba	Promoter	5,17,000	5.72	Nil	15,000	5,32,000	4.57
83	S V Enterprises	Non-Promoter	Nil	Nil	Nil	3,00,000	3,00,000	2.58

There shall be no change in the management or control of the Company pursuant to the proposed issue and allotment of Warrants and Equity Shares of the Company.

xi. 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:

The Company has not made any other issue or allotment of securities on preferential basis during the year.

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

As the proposed preferential allotment is to be made for cash, the said provision will not be applicable.

xiii. The Shareholding pattern of the Company before and after the allotment of securities under the preferential issue:

Sr. No	Category	Pre-Issue Shareholding		Post Issue (Assuming conversion of all Warrants to Equity Shares)	
		No. of shares	%	No. of shares	%
A. Promoter Holding					
1	Indian				
	Individual	63,07,375	69.81	66,07,375	56.79
	Bodies Corporate	-	-	-	-
	Sub Total	63,07,375	69.81	66,07,375	56.79
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	63,07,375	69.81	66,07,375	56.79
B. Non promoters' holding					
1	Institutional Investors	-	-	40,650	0.35
2	Non-Institution				
	Trust	-	-	-	-
	Directors and relatives	50,000	0.55	50,000	0.43
	Public	26,77,625	29.64	49,37,359	42.43
	Sub Total (B)	27,27,625	30.19	50,28,009	43.21
	Grand Total	90,35,000	100.00	1,16,35,384	100.00

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

Sr No	Name of Investor	Current status of proposed allottee	Proposed status of allottee post the preferential issue
1.	Bimal Kalyandas Joukani	Non-Promoter	Non-Promoter
2.	Anshul Chandak	Non-Promoter	Non-Promoter
3.	Deepak Suresh Lala	Non-Promoter	Non-Promoter
4.	Hiral Kamleshbhai Madiya	Non-Promoter	Non-Promoter
5.	Jignesh H Desai HUF	Non-Promoter	Non-Promoter
6.	Kamlesh Sundarlal Madiya	Non-Promoter	Non-Promoter
7.	Karishma Jignesh Desai	Non-Promoter	Non-Promoter
8.	Kumar J Changani	Non-Promoter	Non-Promoter
9.	Naresh Chandar Khiyani	Non-Promoter	Non-Promoter
10.	Rahul R. Mahajan	Non-Promoter	Non-Promoter
11.	Sakshi Anil Arora	Non-Promoter	Non-Promoter
12.	Sumaiya Zuber Khan	Non-Promoter	Non-Promoter
13.	Yash Investment	Non-Promoter	Non-Promoter
14.	The Golden Bird India Fund LP	Non-Promoter	Non-Promoter
15.	Green Portfolio Private Limited	Non-Promoter	Non-Promoter
16.	Kalpna Jain	Non-Promoter	Non-Promoter
17.	Pharma Synth Formulations Limited	Non-Promoter	Non-Promoter
18.	Rajeev Agarwal	Non-Promoter	Non-Promoter
19.	Utpal Agarwal	Non-Promoter	Non-Promoter
20.	Hirav Pramod Patel	Non-Promoter	Non-Promoter
21.	Dhara Ramesh Gandhi	Non-Promoter	Non-Promoter
22.	Shruti R Sanghavi	Non-Promoter	Non-Promoter
23.	Vimlaben Laxmichand Chheda	Non-Promoter	Non-Promoter
24.	Prem Kumar Bajaj	Non-Promoter	Non-Promoter
25.	J M Prosperios Private Limited	Non-Promoter	Non-Promoter
26.	Deepak Kheraj Gada	Non-Promoter	Non-Promoter
27.	Deepti Jain Faria	Non-Promoter	Non-Promoter
28.	Dhara Rajesh Mamania	Non-Promoter	Non-Promoter
29.	Heena Arun Gogri	Non-Promoter	Non-Promoter
30.	Hetal B Shah	Non-Promoter	Non-Promoter
31.	Hirji Bharmal Shah HUF	Non-Promoter	Non-Promoter
32.	Jignesh Rameshwarchandra Thaleshwar	Non-Promoter	Non-Promoter
33.	Kishore Champshi Shah	Non-Promoter	Non-Promoter
34.	Laxmichand Virji Karani	Non-Promoter	Non-Promoter
35.	Maya Mulesh Savla	Non-Promoter	Non-Promoter

36.	Nitin Talakshi Chheda	Non-Promoter	Non-Promoter
37.	Parul D Pipalia	Non-Promoter	Non-Promoter
38.	Prakash Sushilkumar Diwan	Non-Promoter	Non-Promoter
39.	Paras Jayantilal Nandu HUF	Non-Promoter	Non-Promoter
40.	Rajeev Purshottamdasji Gupta	Non-Promoter	Non-Promoter
41.	Santosh Agarwal	Non-Promoter	Non-Promoter
42.	Seema Vora	Non-Promoter	Non-Promoter
43.	Shaili Sudhir Bheda	Non-Promoter	Non-Promoter
44.	Vijay Chandrakant Shah	Non-Promoter	Non-Promoter
45.	Banjul Ashok Shah	Non-Promoter	Non-Promoter
46.	Geeta Bharat Sampat	Non-Promoter	Non-Promoter
47.	Shraddha Shah	Non-Promoter	Non-Promoter
48.	Sushrut Desai	Non-Promoter	Non-Promoter
49.	Rushabh Rajubhai Shah	Non-Promoter	Non-Promoter
50.	Deepesh Shah HUF	Non-Promoter	Non-Promoter
51.	Dhiren K Haria Huf	Non-Promoter	Non-Promoter
52.	Hemlata Rajesh Karani	Non-Promoter	Non-Promoter
53.	Ishita Yatin Mota	Non-Promoter	Non-Promoter
54.	Madhu Lahoti	Non-Promoter	Non-Promoter
55.	Neeta Vijay Sangoi	Non-Promoter	Non-Promoter
56.	Niti Nilesh Gala	Non-Promoter	Non-Promoter
57.	Pikesh Mangilal Jain	Non-Promoter	Non-Promoter
58.	Radhe Krishna Corporate Services LLP	Non-Promoter	Non-Promoter
59.	Radhika Soni	Non-Promoter	Non-Promoter
60.	Ritesh Kumar Jain	Non-Promoter	Non-Promoter
61.	Sarvesh Lahoti	Non-Promoter	Non-Promoter
62.	Kabra Sunil Murlimanohar	Non-Promoter	Non-Promoter
63.	Suresh Lahoti	Non-Promoter	Non-Promoter
64.	Diya Pathak	Non-Promoter	Non-Promoter
65.	Parag Hasmukh Shah	Non-Promoter	Non-Promoter
66.	Bhavik Ajit Nagda	Non-Promoter	Non-Promoter
67.	Nelay Jignesh Thaleshwar	Non-Promoter	Non-Promoter
68.	Pratham Hiren Thaleshwar	Non-Promoter	Non-Promoter
69.	Rajesh Laxmidas Rawani	Non-Promoter	Non-Promoter
70.	Pavni Singla	Non-Promoter	Non-Promoter
71.	Sunny Tyagi	Non-Promoter	Non-Promoter
72.	Gaurang Jayantilal Meghani	Non-Promoter	Non-Promoter
73.	Krupa Chintan Shah	Non-Promoter	Non-Promoter
74.	Manojkumar Laljibhai Solanki	Non-Promoter	Non-Promoter
75.	Damini Goswamy	Non-Promoter	Non-Promoter

76.	Deepika Ruhil	Non-Promoter	Non-Promoter
77.	Sonia Agarwal	Non-Promoter	Non-Promoter
78.	Arjun Gandotra	Non-Promoter	Non-Promoter
79.	Sushil Singhal	Non-Promoter	Non-Promoter
80.	Sakshi Rajesh Agicha	Non-Promoter	Non-Promoter
81.	Rohit Nandkishore Lamba	Promoter	Promoter
82.	Sheetal Rohit Lamba	Promoter	Promoter
83.	S V Enterprises	Non-Promoter	Non-Promoter

xv. Lock-In Period:

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

The pre preferential holding of the proposed allottees, if any, shall be locked in, under Regulation 167(6) of the SEBI (ICDR) Regulations.

xvi. The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:

Sr No	Name of Investor	Identity of Natural Person who are the Ultimate Beneficial Owner of the Shares proposed to be issued	Pre-Preferential Issue as on May 11, 2024		No. of Equity Shares to be allotted	No. of Warrants to be allotted	Post Allotment of Equity Shares/ securities pursuant to the Preferential Allotment (Assuming conversion of all warrants)	
			No. of Equity Shares held	% Held			No. of Equity Shares Held	% Held
1.	Bimal Kalyandas Joukani	Not Applicable	Nil	Nil	13,415	Nil	13,415	0.12
2.	Anshul Chandak	Not Applicable	Nil	Nil	17,886	Nil	17,886	0.15
3.	Deepak Suresh Lala	Not Applicable	Nil	Nil	13,415	Nil	13,415	0.12
4.	Hiral Kamleshbhai Madiya	Not Applicable	Nil	Nil	19,675	Nil	19,675	0.17
5.	Jignesh H Desai HUF	Jignesh Harsukhbhai Desai	Nil	Nil	19,675	Nil	19,675	0.17

6.	Kamlesh Sundarlal Madiya	Not Applicable	Nil	Nil	19,675	Nil	19,675	0.17
7.	Karishma Jignesh Desai	Not Applicable	Nil	Nil	19,675	Nil	19,675	0.17
8.	Kumar J Changani	Not Applicable	Nil	Nil	22,358	Nil	22,358	0.19
9.	Naresh Chandar Khiyani	Not Applicable	Nil	Nil	13,415	Nil	13,415	0.12
10.	Rahul R. Mahajan	Not Applicable	Nil	Nil	22,358	Nil	22,358	0.19
11.	Sakshi Anil Arora	Not Applicable	Nil	Nil	22,358	Nil	22,358	0.19
12.	Sumaiya Zuber Khan	Not Applicable	Nil	Nil	22,358	Nil	22,358	0.19
13.	Yash Investment	Pratik Solanki	Nil	Nil	59,024	Nil	59,024	0.51
14.	The Golden Bird India Fund LP	Rohit Jain	Nil	Nil	40,650	Nil	40,650	0.35
15.	Green Portfolio Private Limited	Anju Jain Divam Sharma Ruchi Sharma Rohit Jain	Nil	Nil	32,520	Nil	32,520	0.28
16.	Kalpna Jain	Not Applicable	Nil	Nil	16,259	Nil	16,259	0.14
17.	Pharma Synth Formulations Limited	Arvind Gupta	Nil	Nil	32,520	Nil	32,520	0.28
18.	Rajeev Agarwal	Not Applicable	Nil	Nil	20,000	Nil	20,000	0.17
19.	Utpal Agarwal	Not Applicable	Nil	Nil	20,000	Nil	20,000	0.17
20.	Hirav Pramod Patel	Not Applicable	Nil	Nil	19,675	Nil	19,675	0.17
21.	Dhara Ramesh Gandhi	Not Applicable	Nil	Nil	20,325	Nil	20,325	0.17
22.	Shruti R Sanghavi	Not Applicable	Nil	Nil	19,675	Nil	19,675	0.17
23.	Vimlaben Laxmichand Chheda	Not Applicable	Nil	Nil	19,675	Nil	19,675	0.17
24.	Prem Kumar Bajaj	Not Applicable	Nil	Nil	41,138	Nil	41,138	0.35
25.	J M Prosperios Private Limited	Krunal Pandya	Nil	Nil	19,675	Nil	19,675	0.17
26.	Deepak Kheraj Gada	Not Applicable	Nil	Nil	19,675	Nil	19,675	0.17
27.	Deepti Jain Faria	Not Applicable	Nil	Nil	19,675	Nil	19,675	0.17
28.	Dhara Rajesh Mamania	Not Applicable	Nil	Nil	19,675	Nil	19,675	0.17
29.	Heena Arun Gogri	Not Applicable	Nil	Nil	19,675	Nil	19,675	0.17
30.	Hetal B Shah	Not Applicable	Nil	Nil	19,675	Nil	19,675	0.17

31.	Hirji Bharmal Shah HUF	Mukesh Hirji Shah	Nil	Nil	19,675	Nil	19,675	0.17
32.	Jignesh Rameshwarchandra Thaleshwar	Not Applicable	Nil	Nil	19,675	Nil	19,675	0.17
33.	Kishore Champshi Shah	Not Applicable	Nil	Nil	19,675	Nil	19,675	0.17
34.	Laxmichand Virji Karani	Not Applicable	Nil	Nil	19,675	Nil	19,675	0.17
35.	Maya Mulesh Savla	Not Applicable	Nil	Nil	19,675	Nil	19,675	0.17
36.	Nitin Talakshi Chheda	Not Applicable	Nil	Nil	19,675	Nil	19,675	0.17
37.	Parul D Pipalia	Not Applicable	Nil	Nil	19,675	Nil	19,675	0.17
38.	Prakash Sushilkumar Diwan	Not Applicable	Nil	Nil	41,138	Nil	41,138	0.35
39.	Paras Jayantilal Nandu HUF	Paras Jayantilal Nandu	Nil	Nil	19,675	Nil	19,675	0.17
40.	Rajeev Purshottamdasji Gupta	Not Applicable	Nil	Nil	25,041	Nil	25,041	0.22
41.	Santosh Agarwal	Not Applicable	Nil	Nil	25,041	Nil	25,041	0.22
42.	Seema Vora	Not Applicable	Nil	Nil	1,60,976	Nil	1,60,976	1.38
43.	Shaili Sudhir Bheda	Not Applicable	Nil	Nil	1,11,789	Nil	1,11,789	0.96
44.	Vijay Chandrakant Shah	Not Applicable	Nil	Nil	19,675	Nil	19,675	0.17
45.	Banjul Ashok Shah	Not Applicable	Nil	Nil	4,065	Nil	4,065	0.03
46.	Geeta Bharat Sampat	Not Applicable	Nil	Nil	4,065	Nil	4,065	0.03
47.	Shraddha Shah	Not Applicable	Nil	Nil	4,065	Nil	4,065	0.03
48.	Sushrut Desai	Not Applicable	Nil	Nil	4,065	Nil	4,065	0.03
49.	Rushabh Rajubhai Shah	Not Applicable	Nil	Nil	24,390	Nil	24,390	0.21
50.	Deepesh Shah HUF	Deepesh Shah	Nil	Nil	19,675	Nil	19,675	0.17
51.	Dhiren K Haria Huf	Dhiren Khiyashi Haria	Nil	Nil	19,675	Nil	19,675	0.17
52.	Hemlata Rajesh Karani	Not Applicable	Nil	Nil	26,829	Nil	26,829	0.23
53.	Ishita Yatin Mota	Not Applicable	Nil	Nil	19,675	Nil	19,675	0.17
54.	Madhu Lahoti	Not Applicable	Nil	Nil	19,675	Nil	19,675	0.17
55.	Neeta Vijay Sangoi	Not Applicable	Nil	Nil	19,675	Nil	19,675	0.17

56.	Niti Nilesh Gala	Not Applicable	Nil	Nil	19,675	Nil	19,675	0.17
57.	Pikesh Mangilal Jain	Not Applicable	Nil	Nil	19,675	Nil	19,675	0.17
58.	Radhe Krishna Corporate Services LLP	Vivek Vaishnav	Nil	Nil	19,675	Nil	19,675	0.17
59.	Radhika Soni	Not Applicable	Nil	Nil	1,60,000	Nil	1,60,000	1.38
60.	Ritesh Kumar Jain	Not Applicable	Nil	Nil	19,675	Nil	19,675	0.17
61.	Sarvesh Lahoti	Not Applicable	Nil	Nil	19,675	Nil	19,675	0.17
62.	Kabra Sunil Murlimanohar	Not Applicable	Nil	Nil	41,000	Nil	41,000	0.35
63.	Suresh Lahoti	Not Applicable	Nil	Nil	25,000	Nil	25,000	0.21
64.	Diya Pathak	Not Applicable	Nil	Nil	20,346	Nil	20,346	0.17
65.	Parag Hasmukh Shah	Not Applicable	Nil	Nil	19,675	Nil	19,675	0.17
66.	Bhavik Ajit Nagda	Not Applicable	Nil	Nil	19,675	Nil	19,675	0.17
67.	Nelay Jignesh Thaleshwar	Not Applicable	Nil	Nil	19,675	Nil	19,675	0.17
68.	Pratham Hiren Thaleshwar	Not Applicable	Nil	Nil	19,675	Nil	19,675	0.17
69.	Rajesh Laxmidas Rawani	Not Applicable	Nil	Nil	20,000	Nil	20,000	0.17
70.	Pavni Singla	Not Applicable	Nil	Nil	20,000	Nil	20,000	0.17
71.	Sunny Tyagi	Not Applicable	Nil	Nil	8,130	Nil	8,130	0.07
72.	Gaurang Jayantilal Meghani	Not Applicable	Nil	Nil	12,195	Nil	12,195	0.10
73.	Krupa Chintan Shah	Not Applicable	Nil	Nil	8,130	Nil	8,130	0.07
74.	Manojkumar Laljibhai Solanki	Not Applicable	Nil	Nil	8,130	Nil	8,130	0.07
75.	Damini Goswamy	Not Applicable	Nil	Nil	20,000	Nil	20,000	0.17
76.	Deepika Ruhil	Not Applicable	Nil	Nil	20,000	Nil	20,000	0.17
77.	Sonia Agarwal	Not Applicable	Nil	Nil	8,130	Nil	8,130	0.07
78.	Arjun Gandotra	Not Applicable	Nil	Nil	20,560	Nil	20,560	0.18
79.	Sushil Singhal	Not Applicable	Nil	Nil	19,500	Nil	19,500	0.17
80.	Sakshi Rajesh Agicha	Not Applicable	Nil	Nil	19,500	Nil	19,500	0.17
81.	Rohit Nandkishore Lamba	Not Applicable	57,27,325	63.39	Nil	2,85,000	60,12,325	51.67

82.	Sheetal Rohit Lamba	Not Applicable	5,17,000	5.72	Nil	15,000	5,32,000	4.57
83.	S V Enterprises	Sanjay Harshadrai Mehta Vishal Ashok Talreja	Nil	Nil	Nil	3,00,000	3,00,000	2.58

xvii. Requirements as to re-computation of price:

Since the Equity Shares of the Company are listed on recognized stock exchange for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable.

However, the Company undertakes to re-compute the price of the Equity Shares/Warrants in terms of the preferential allotment under this resolution as per the provision of the SEBI (ICDR) Regulations, 2018 where it is required to do so. The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the specified Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

xviii. Disclosure specified in Schedule VI of SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower.

Neither the Company nor its Promoters or Directors have been declared as willful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Promoters or Directors are a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

xix. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the Equity Shares, and the Equity Shares so allotted shall rank pari passu with the existing equity shares of the Company in all respects, including dividend.

xx. Valuation report from a Registered valuer:

Ms. Neha Bhandari bearing the registration IBBI/RV/16/2021/14449, has issued the valuation report for the issue dated May 11, 2024.

Also pursuant to rectification of Issue Price to Rs. 123.50 instead of Rs. 123 in accordance with SEBI (ICDR), Regulations, 2018 as per directions

/suggestions/comments/remarks received from the National Stock Exchange of India Limited, Ms. Neha Bhandari, Independent Registered valuer has issued the Revised Report in lieu of valuation report dated 11 May 2024 on opinion on Fair Value of Equity Shares of “Pramara Promotions Limited” as per SEBI (ICDR) Regulations, 2018 which is dated May 23, 2024.

The copy of both the report dated May 11, 2024 and May 23, 2024 has been uploaded on the Company’s website which is www.pramara.com

xxi. Practicing Company Secretary’s Certificate:

Practicing Company Secretary of the Company, M/s Vishal Thawani and Associates have issued a certificate confirming that the issue of the Equity Shares is being made in accordance with the requirements of the SEBI (ICDR) Regulations.

The copy of the certificate shall be placed in the meeting and on the Company’s website link for the Certificate is www.pramara.com.

xxii. Principal terms of assets charged as securities:

Not applicable

xxiii. Monitoring of Utilization of Funds:

As the issue size is less than ₹100 Crore, the Company is not required to appoint a credit rating agency as a monitoring agency in terms of regulation 162A of the SEBI ICDR Regulations.

xxiv. Other Disclosures/Undertaking:

- a. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- b. Neither the Company nor its directors or Promoters 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.
- c. The proposed allottees have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date
- d. The Company is in compliance with the conditions for continuous listing;
- e. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 2 & 3 in the accompanying notice for your approval.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

<p>By order of the Board of Directors For Pramara Promotions Limited</p> <p>Rohit Lamba Managing Director DIN: 01796007 Date: May 24, 2024 Place: Mumbai</p>	<p>Registered Office: A-208, Boomerang, Chandivali, Sakinaka, Andheri East, Mumbai 400 072, India. CIN: U51909MH2006PTC164247</p>
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