

NOTICE OF 75TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **75th (Seventy-Fifth) Annual General Meeting** of the Members of **PAE Limited** ("the Company") will be held on **Saturday, 07th Day of March, 2026** at **11.00 A.M** through Video Conferencing (VC) / Other Audio Visual Means (OAVM) without the physical presence of the Members at a common venue, in compliance with Ministry of Corporate Affairs General Circular No.09/2024 dated September 19, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-/P/CIR/2024/133, dated October 3, 2024, to transact the following businesses as:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Seventy-fifth (75th) Audited Financial Statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Board of Directors and the Auditors thereon.**

The audited standalone financial statements of the Company for the financial year ended 31st March, 2025, the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as **ORDINARY RESOLUTION:**

"RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

- 2. To appoint Directors in place of Mr. Nimeshkumar Ganpatbhai Patel (DIN: 10939411), who retires by rotation, being eligible, offers himself for re-appointment.**

Explanation: Based on the terms of appointment, office of Executive Directors and the Non-Executive & Non-Independent chairman are subject to retirement by rotation. **Mr. Nimeshkumar Ganpatbhai Patel**, who was appointed on February 18th, 2025 whose office is liable to retire at the ensuing AGM, being eligible, seeks reappointment.

Therefore, members are requested to consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, **Mr. Nimeshkumar Ganpatbhai Patel (DIN: 10939411)**, who retires by rotation, be and is hereby re-appointed as a Director, liable to retire by rotation."

- 3. To appoint M/s J M Patel & Bros, Chartered Accountants (FRN:107707W) as the Statutory Auditor of the Company.**

To consider and if thought fit, to pass, the following Resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 and any other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014,

(including any statutory modification(s) or re-enactment thereof and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company in their meeting held on July 25, 2025, **M/s J M Patel & Bros, Chartered Accountants (FRN:107707W)**, be and are hereby appointed as Statutory Auditors of the Company for a term of 5 (Five) years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 80th Annual General Meeting to be held in the year 2030 and the Board of Directors be and is hereby authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the Statutory Auditors".

RESOLVED FURTHER THAT any Director of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution."

SPECIAL BUSINESS:

4. **To appoint M/s. Kamlesh M. Shah & Co., Practicing Company Secretaries (COP-2072) as Secretarial Auditor of the Company.**

To consider and if thought fit, pass, the following resolution as a **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company in their meeting held on July 25, 2025, consent of the Company be and is hereby accorded for appointment of **M/S Kamlesh. M. Shah, Practicing Company Secretary, having Membership no. ACS: 8356 and COP No. 2072** as the Secretarial Auditor of the Company for a period of five (5) years, commencing from FY 2025-26 to FY 2029-30, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Nomination and Remuneration Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution."

5. **To appoint Mr. Akash Patel (DIN: 11226837) as Independent Director, in the category of Non-Executive Director, on the Board of the company.**

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

RESOLVED THAT pursuant to the provisions of Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure

Requirements) Regulations, 2015 and also provisions of Articles of Association of the Company, **Mr. Akash Patel (DIN- 11226837)** who was appointed as an Additional Director and also as an Independent Director of the Company by the Board with effect from **August 06, 2025** and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or the last date on which the Annual General Meeting for Financial Year 2024-2025 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of **five consecutive years**.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.”

6. To appoint Ms. Bhargavi Dilipbhai Gupta (DIN-11227180) as Independent Director, in the category of Non-Executive Director, on the Board of the company.

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

RESOLVED THAT pursuant to the provisions of Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Articles of Association of the Company, **Ms. Bhargavi Dilipbhai Gupta (DIN-11227180)** who was appointed as an Additional Director and also as an Independent Director of the Company by the Board with effect from **August 06, 2025** and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or the last date on which the Annual General Meeting for Financial Year 2024-2025 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of **five consecutive years**.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.”

7. To appoint Mr. Mayank Kumar Ashokbhai Sedani (DIN- 11271230) as Independent Director, in the category of Non-Executive Director, on the Board of the company.

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

RESOLVED THAT pursuant to the provisions of Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Articles of Association of the Company, **Mr. Mayankkumar Ashokbhai Sedani (DIN- 11271230)** who was appointed as an Additional Director and also

as an Independent Director of the Company by the Board of Directors with effect from **September 02, 2025** and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or the last date on which the Annual General Meeting for Financial Year 2024-2025 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of **five consecutive years**.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.”

8. To approve the change in Object Clause of the Company and subsequent change in Memorandum of Association of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, and the rules enacted thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and subject to such approvals as may be necessary, consent of the shareholders by way of special resolution be and is hereby accorded to alter the existing Clause III (A) and III (B) of the Memorandum of Association (“the MOA”) of the Company by replacing the existing sub-clauses with new sub-clauses, as under:

III(A): The main objects of Business of the Company:

1. To carry on the business in India or elsewhere to process, prepare, crush, refine, blend, filter, deodorize, disintegrate, clean, sort, recover, amalgamate, mix, convert, purify, commercialize, grade, compound, pack, re-pack, disinfect, derive, excavate, explore and extract, import, export, buy, sell, turn to account to act as agriculturists, planters, cultivators, agent, broker, stockiest, dealers, distributors, retailer, wholesaler, merchant, trader, supplier, packer, C & F Agent, representative, consignor, job worker, manufacturer’s representative, franchiser, collaborator, concessionaires, consultants, advisor, or to work on commission or otherwise to deal in all kind of foods, spices, agriculture produces, commodities, products, items, goods, crops, trees, plants, leaves, herbs, grains, food grains, cereals, pulses, spices, flours, rice, wheat, ground nuts seed, agriculture seeds, soyabeans, castors, mustard, maize, Bajara, cotton, sesame, sesame seeds, oilseeds, edible oils and food products.
2. To irrigate, cultivate, improve, manage, maintain, lease, under-let, exchange, demolish, rebuild, sell or otherwise deal with and to develop lands, undertaking or properties whether belonging to the company or not and to develop the resources thereof by cleaning, draining, planting, manuring, farming, framing, letting or otherwise and to carry on the business usually carried on by agriculturists, horticulturists, planters, cultivators of tea, coffee, teak, tobacco or any other kind of commercial plantations and owners of agro-industries.
3. To carry on the business of Contract Farming in India or elsewhere and to give on lease farming land for the purpose of Contract Farming.
4. To carry on the business of Meat, fish, poultry and game; meat extracts; preserved, dried and cooked fruits and vegetables; jellies, jams, fruit sauces; eggs, milk and milk products; edible oils and fats, Coffee,

tea, cocoa, sugar, rice, tapioca, sago, artificial coffee; flour and preparations made from cereals, bread, pastry and confectionery, ices; honey, treacle; yeast, baking powder; salt, mustard; vinegar, sauces, (condiments); spices; ice, Agricultural, horticultural and forestry products and grains not included in other classes; live animals; fresh fruits and vegetables; seeds, natural plants and flowers; foodstuffs for animals, malt, Beers, mineral and aerated waters, and other non-alcoholic drinks; fruit drinks and fruit juices; syrups and other preparations for making beverages, Advertising, business management, business administration, office functions and Services for providing food and drink; temporary accommodation.

5. To carry on the Wholesale or Retail business of FMCG Products and Dairy Products etc, by either establishing the Retail Stores by its own or in a Franchise Mode or online through it's website, e-commerce platforms, quick commerce mode or the like and to carry on the business of import, export, distribution of all merchandise, and to act as agents, stockiest, distributors for firms and companies in India and abroad.
6. To carry on the business of Organic Farming, Hydro farming, Agroforestry, Aquaculture, Pastoral Farming, Mixed Farming, Industrial Agriculture, Horticulture, Tillage Farming, Dryland Farming, Shifting Cultivation, Permaculture, etc.

Incidental or Ancillary Objects for furtherance of the Main objects specified in Clause III(A):

1. To buy, sell, manufacture, repair, alter and exchange, let or hire, export, import, and deal in all kinds of apparatus, articles and things which may be required for the purpose of any of the main business in this Memorandum contained or which may seem capable of being profitably dealt with in connection with any of the said business covered in the main object.
2. To aid, assist, promote, develop and manufacture agricultural implements, agricultural machinery and other equipments.
3. and technological development in equipments used in agricultural field and to organise, conduct, or manage engineering or repair shop or workshops of all description and to manufacture, import, export, buy, sell, or otherwise deal in, agricultural machinery, of all kinds and to adopt such means of making known the uses thereof.
4. To advance, deposit, securities and property (not amounting to be business of banking as defined under the Banking Regulations Act, 1949) to or with such persons, firms or bodies corporate as the company may think fit and in particular to customers and others having dealing with the company and on such terms as may deem expedient.
5. To guarantee the payment of money secured by or payable under or in respect of business of the Company.
6. To acquire, purchase, sell, lease, mortgage, pledge, hypothecate, exchange, or dispose of movable or immovable property, rights, or assets of any kind, including land, buildings, business concerns, shares, securities, patents, licenses, and claims, in such manner and for such consideration as the company deems fit. This includes transactions on behalf of or for the benefit of the company, with or without a declared trust in Favor of the company, and may involve exchanging assets for shares, debentures, or securities of any other body corporate.

7. To receive money, securities, valuables of all kinds on deposit or safe custody (not amounting to the business of banking as defined under the Banking Regulation Act. 1949) and to borrow or raise money in such manner as Company shall think fit and in particular by issue of debentures or debenture-stocks (perpetual or otherwise) and to secure the repayment of any money so borrowed, raised or owing by mortgage, charge or lien upon all or any of the Company's property (both present and future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other company or body corporate of and any obligation undertaken by the Company or any other person or Company, as the case may be. Subject to the provision of the Companies Act 2013 and the Rules framed thereunder and directions issued by Reserve Bank of India from time to time as may be applicable.
8. To lend money to such person of the Companies and or such terms and conditions as may seem expedient and in particular to members of the staff, customers and to guarantee the performance of contract by any such persons or companies and to give loans to other body Corporates, provided that company shall not carry any business of the Banking Companies Act or the Insurance Act.
9. To draw, make, accept, endorse, discount, execute and issue promissory notes, hundis, bills of exchange, bills of landing, warrants, debentures and other negotiable and transferable instruments and to open an account or accounts with any scheduled bank or banks and to pay into and to withdraw money from such account or accounts.
10. To invest and deal with the money of the Company not immediately required in such manner as the Company may deem fit to the attainment of the main objects of the company.
11. To communicate with chambers of commerce and other mercantile and public bodies throughout the world and concern and promote measure for the protection of the trade, industry and person engaged therein.
12. To subscribe to, become a member of, subsidize and co-operate with any other association, whether incorporated or not, whose objects are altogether or in part similar to those of the Company and to procure from and communicate to and such association, such information may be likely to further the objects of the Company.
13. To build, construct, alter, enlarge, remove, pull down, replace, maintain, improve, develop, work, control and manage any buildings, offices, factories, mills, shops, other works and conveniences which the company may think directly or indirectly conducive to its objects and connected with the main line of business which the company will carry on or advance the interest of the company and to contribute or otherwise assist or take part in the construction, maintenance, development, working control and management there-of and to join with any other person or company doing any of these things.
14. To apply for purchase or otherwise acquire, protect and renew in any part of the world, patents, licenses, concession, patent rights, trademarks, designs, copyrights and the like, conferring any exclusive or nonexclusive or limited right to their use, any secret or other information regarding any invention or research which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use develop or grant license in respect there of otherwise turn to account the right

of information so acquired and to expend money in experimenting upon, testing or improving any such patents, rights or inventions.

15. To acquire and undertake the whole or any part of the business, property, or liabilities of any person, firm, or body corporate engaged in activities that the company is authorized to carry on, or possessing property suitable for the company's purposes, or capable of being conducted to directly or indirectly benefit the company. Additionally, to establish, promote, or support the establishment of any company for the purpose of acquiring all or part of the rights, liabilities, and properties of the company, or for any other purpose that may benefit the company, and to place, underwrite, subscribe for, invest in, or otherwise acquire shares, debentures, or securities in such company or companies and to procure the company to be registered or recognized in any part of the world outside the Union of India.
16. To enter into any arrangements with any Government or any Authority, supreme, municipal, local or otherwise that may seem beneficial to any of the Company's object and to apply for, promote and obtain any Act of Parliament, privilege, concession, license or authorization of the Government or any other authority local or otherwise for enabling the company to carry on any of its objects into effect or for extending any of the powers of the Company and to carry out, exercise and comply with any such Act, privilege, concession, license or authorization.
17. To enter into negotiations with and enter into arrangements and contracts and conclude the same with foreign and/or Indian parties public and private contractors, firms and individual of all products of the company and to secure contracts for supply to the military, civil and other departments of the Government.
18. To pay for any rights or property acquired by the Company and to remunerate any person, company or public bodies whether by cash payment or by allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
19. To merge, amalgamate, union of interests, co-operation, joint venture or reciprocal concession or for limiting competition with any person, firm or body corporate whether in India or outside or carrying on or engaged in or about to carry on or engage in any activity or transaction which the Company is authorized to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company and further to enter into any arrangement or contract with any person, association or body corporate whether in India or outside for technical knowhow or for such other purpose that may seem calculated beneficial and conducive to the object of the Company.
20. To establish and equip laboratories and carry on analytical experimental and other work or undertaking and search in relation to the objects of the Company.
21. To pay any premium or salaries and to pay for any property, rights or privileges acquired by the Company or for services rendered or to be rendered in connection with the promotion, formation of or for the business, of the company or for services rendered or to be rendered by any person, firm or body corporate in placing or assisting to place or guaranteeing the placing of any of the shares of the Company or any debentures, debentures-stocks or other securities of the Company or otherwise either wholly or partly in cash or in shares, bonds, debentures or other securities of the

Company and to issue any such shares either as fully-paid up or with such amount credited as paid up thereon as may be agreed upon and to charge any such bonds, debentures or other securities upon all or any part of the property of the Company.

22. To pay out of the funds of the Company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company and to take into consideration and to approve and confirm all acts, deeds and things that may be done or entered into with any person, firm or body corporate by the promoters of the company and further to enter into any agreement, arrangement or contract with the promoters and to reimburse them for all costs and expenses that may be incurred by them in or in connection with the formation or promotion of the Company.
23. To adopt such means of making known the product, business and interest of the Company as it may deem expedient and in particular by advertising in the press, radio, television and cinema, by circulars, by purchase construction and exhibitions of work of art or general interest, by publication of books and by granting prizes, rewards and donations subjects to the provisions of law.
24. To establish and maintain or procure the establishment and maintenance of any provident fund or any contributory or non- contributory pension or superannuation fund and to give or procure the giving of donations, gratuities, pension, allowance, emoluments, bonus, profit , sharing bonus, benefits or any other payment to any person who are or were at any time in the employment or service of the Company or its predecessors in business or of any company which is a subsidiary of the company or is allied to or associated with the company or any such subsidiary or who are or were at any time Directors or officers of the Company or any of such other company as aforesaid and the wives, widows, families, dependents or connections of any such person and to provide for the welfare of all or any of the aforesaid person from time to time by subscribing, subsidizing or contributing to any institutions, associations, funds, clubs, trusts profits sharing or other schemes and by building or contributing to the building of dwelling houses or quarters and by providing, subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and to make payment to or towards the insurance of any such person as aforesaid and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
25. To aid peculiarly or otherwise any association, body or movement having for its objects any solution, settlement or surmounting of industrial labour problems or the promotion of industry or trade.
26. To subscribe in or donate to or guarantee money for national philanthropic, benevolent, public, general or useful object, fund or organization, association or institution or for any exhibition or for any purpose which may be likely directly or indirectly to further the object of the Company or the interest of its members subject to the provisions of the Companies Act, 2013.
27. To make arrangements with persons engaged in any trade, business or profession for the concession to the company's members, ticket-holders and their friends, of any special rights, privileges and advantages and in particular in regard to the supply of goods.
28. To enter into, approve, and carry out related party transactions as defined under applicable laws and regulations, including but not limited to, related party transactions involving the purchase or

sale of goods, services, or assets, and the rendering of services, on such terms and conditions as may be deemed appropriate by the Board of Directors, and to grant omnibus approval for such transactions for the period of one financial year, as permitted under the provisions of the Companies Act, 2013, SEBI LODR, 2018 or any other applicable regulations, subject to compliance with the regulatory and statutory requirements.

29. On winding up of the company, to distribute all or any of the property of the company amongst the members in specific or in kind or proceeds of sale or disposal of any property of the company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law and subject to Companies Act. 2013.
30. To distribute as dividend or bonus among the members or to place to reserve or otherwise to apply as the company may from time to time think fit profits of the Company or any moneys received by way of premium on share or debenture issued as a premium by the company and any money received in respect of dividend accrued forfeited shares or any money arising from the sale by the company of forfeited shares or any money arising from the sale by the company of forfeited share or from unclaimed dividend.
31. To obtain or help in obtaining any order or act or notification of any government of legislative for enabling the company to carry any of its objects in to effects for effecting any modification of the company constituting or for any other purpose which may seem expedient and to oppose any procedure or application which may seem calculated directly or indirectly to prejudice the company interest.
32. To undertake and execute any trust the undertaking of which may seem to the company durable and either gratuitously or otherwise.
33. To convert unsecured Loan into Equity of this Company in case the same remains unpaid for a period as mutually decided between the lender and the Company or as mentioned in the Loan Agreement.
34. To apply for, tender, acquire any contracts, sub-contracts, licenses and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake execute, carry out dispose of or otherwise turn to account the same.
35. To insure with any other company or person against losses, damages, risks and liabilities of all kinds which may affect this Company.
36. To do all or any of the above things in any part of the world as principals, agents, contractors, trustees, attorney, agents or otherwise and either alone or in conjunction with other and to establish offices, agencies or branches for carrying on any of the aforesaid objects in India or elsewhere in the world and to undertake the management of any company or companies having objects altogether or in part similar to those of the Company.

RESOLVED FURTHER THAT necessary revision in numbering the clauses of the Memorandum of Association of the Company shall be carried out.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution.”

9. To approve the proposal for shifting the Registered Office of the Company from the State of Maharashtra to the State of Gujarat, and to alter Clause II of the Memorandum of Association of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Rule 30 of the Companies (Incorporation) Rules 2014 including any amendment, re-enactment or statutory modification thereof and such other statutes, notifications, circulars, rules and regulations as may be applicable and relevant, each as amended, modified or restated, and subject to the approval of the Central Government (Power Delegated to Regional Director) and/ or any authority(ies) as may be prescribed from time to time, the consent of the members of the Company be and is hereby accorded for shifting of Registered Office of the Company from the State of “**Maharashtra**” to the State of “**Gujarat**” and the existing **clause II of Memorandum of Association** regarding Registered Office of the Company be substituted with the following clause:

II. The Registered Office of the Company will be situated in the State of Gujarat.

RESOLVED FURTHER THAT the Board of Directors of the Company, which includes any Committee of the Board, or any other person so authorized by the Board be and is hereby authorized on behalf of the Company to do all such do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution, including agreeing to any modifications that may be required by the Regional Director or any other authority.

10. Change in Name of the Company and Subsequent alteration of Name Clause in the Memorandum of Association and relevant changes in Articles of Association of the Company:

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of **Sections 4, 5, 13, 14** and other applicable provisions, if any, of the **Companies Act, 2013**, read with the Companies (Incorporation) Rules, 2014, and subject to the approval of the **Central Government** (delegated to the Registrar of Companies) and such other approvals, consents and permissions as may be required, the consent of the Members of the Company be and is hereby accorded to change the name of the Company from **PAE Limited** to **AURIQUE Limited** or such other name as may be approved by the Registrar of Companies.

RESOLVED FURTHER THAT upon approval of the change of name by the Registrar of Companies and issuance of a fresh Certificate of Incorporation, **Clause I (Name Clause)** of the Memorandum of Association of the Company be and is hereby altered by substituting the existing clause with the following:

“I. The name of the Company is AURIQUE Limited.”

RESOLVED FURTHER THAT the change of name shall not affect any rights or obligations of the Company, nor render defective any legal proceedings by or against the Company, and all documents and instruments executed in the former name shall continue to be effective in the new name.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof) be and is hereby authorised to do all such acts, deeds and things, and to execute all such documents, forms and writings as may be necessary or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and making consequential amendments in the Memorandum and Articles of Association of the Company."

11. Increase in Authorized Share Capital:

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT, pursuant to the provisions of Section 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from **₹ 25,00,00,000 divided into 2,50,00,000 Equity Shares of Rs.10/- each to Rs. 27,48,00,000/- (Rupees Twenty-Seven Crores Forty-Eight Lakhs only) divided into 2,78,40,000 (Two Crores Seventy-Eight Lakhs Forty Thousand Only) Equity Shares** of having face value of **Rs.10/- (Rupees Ten Only)**, ranking pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT, the Board of Directors of the Company (which term shall include any Committee thereof or any Director or Company Secretary authorized by the Board be and is hereby authorized to take all such steps, actions and decisions, to execute all such documents, to file necessary forms with the Registrar of Companies, to pay requisite fees and stamp duty, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

"RESOLVED THAT, pursuant to the provisions of Section 13, Section 61 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members be and is hereby accorded to alter **Clause V (Capital Clause)** of the Memorandum of Association of the Company so as to reflect the increased Authorized Share Capital, by substituting the existing Clause V with the following:

"V. Rs. 27,48,00,000/- (Rupees Twenty-Seven Crores Forty-Eight Lakhs only) divided into 2,74,80,000 (Two Crores Seventy-Four Lakhs Eighty Thousand Only) Equity Shares of having face value of Rs.10/- (Rupees Ten Only)."

RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorized to file Form SH-7 and Form MGT-14 with the Registrar of Companies, to make necessary intimations to **BSE Limited** in accordance with SEBI (LODR) Regulations, and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

12. Adoption of New set of Memorandum of Association of the Company in substitution and to the entire exclusion of the existing Memorandum of Association of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections **4, 13 and other applicable provisions** of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of the Registrar of Companies and such other approvals as may be necessary, the consent of the Members be and is hereby accorded for adoption of a **new Memorandum of Association (MOA)** of the Company, aligned with the format prescribed under the Companies Act, 2013, in substitution of and to the complete exclusion of the existing Memorandum of Association.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution.”

13. To approve the adoption of the Articles of Association in substitution and to the entire exclusion of the existing Articles of Association of the Company:

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (“Act”) read with Companies (Incorporation) Rules, 2014 the draft regulations contained in the Articles of Association submitted to this Meeting be and are hereby approved and adopted in substitution and to the entire exclusion of the existing Articles of Association of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorized to file necessary e-form with the Registrar of Companies and to take all such steps and actions as may be necessary proper and expedient.”

14. To consider and approve the enhancement of borrowing limits of the Company under section 180 (1) (c) of Companies Act, 2013:

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall include any Committee thereof) to borrow, from time to time, any sum or sums of money, whether secured or unsecured, from banks, financial institutions, bodies corporate or any other lenders, whether in India or abroad, by way of loans, credit facilities, issue of debentures or other instruments, or otherwise, notwithstanding that the money so borrowed, together with the money already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital, free reserves and securities

premium of the Company, provided that the total amount so borrowed shall not exceed ₹ 5000 crore (Rupees Five Thousand Crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters, and things as may be necessary, desirable or expedient to give effect to this resolution, including executing all agreements, documents, deeds, and writings in connection therewith.”

15. To consider and approve enhancement of limits under Section 186 of the Companies Act, 2013:

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall include any Committee thereof) to make loans, give guarantees, provide security or make investments in shares, securities or other instruments of anybody corporate or other person, whether in India or outside India, up to an aggregate amount not exceeding ₹ 5,000 crores (Rupees Five Thousand Crores only), notwithstanding that such loans / guarantees / security / investments, together with the Company’s existing loans, guarantees, security or investments may exceed the limits prescribed under the said Section.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise and execute all such agreements, deeds, documents and writings as may be necessary, desirable or expedient in this regard and to do all such acts, deeds and things to give effect to this resolution.”

16. To consider and approve borrowing of unsecured loan up to Rs. 100 Crores (Rupees Hundred Crores Only) from the Director with an option to convert the loan into equity shares of the Company, at a later date:

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 62(3), 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the members be and is hereby accorded to the Company to borrow unsecured loans from Mr. Jatinbhai Ramanbhai Patel (DIN: 06973337), Director of the Company, who is a related party within the meaning of Section 2(76) of the Companies Act, 2013, up to an aggregate amount of ₹ 100 Crores (Rupees Hundred Crores only) on such terms and conditions as may be mutually agreed between the Company and the Director.

RESOLVED FURTHER THAT the loan so borrowed may carry a right to the lender (Director) to convert the outstanding principal and/or interest, in whole or in part, into such number of equity shares of the Company at a price to be determined in accordance with applicable laws, and that such conversion shall be subject to the approval of the Board of Directors and members of the company by way of special resolution at their meeting and compliance with applicable SEBI and statutory guidelines.

RESOLVED FURTHER THAT any of the directors of the company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution, including execution of agreements, filings with stock exchanges and regulatory authorities.”

17. Appointment of Mr. Pinalkumar Kalidas Patel (DIN: 11445554) as Executive Director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Board of Directors, **Mr. Pinalkumar Kalidas Patel (DIN: 11445554)** be and is hereby appointed as **Executive Director** of the Company, on such terms and conditions, including remuneration, as approved by the Board, with effect from **06th February, 2026**.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof) be and is hereby authorised to alter, vary or revise the terms and conditions of the said appointment, including remuneration, as it may deem fit, subject to the limits specified under the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, forms and writings as may be necessary or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies.”

18. To issue equity shares 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 the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, the listing agreements entered into by the Company with the Bombay Stock Exchange BSE on which the Equity Shares of the Company having Face Value of Rs. 10/- (Rupees Ten Only) each (“Equity Shares”) is listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”) and/or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the

enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company ("Members") be and is hereby accorded to the Board to create, Issue, offer and allot at an appropriate time, in one or more tranches, up to **8,00,000 (Eight Lakh) fully Paid up Equity Shares of the Company having a Face Value of Rs.10/- (Rupees Ten Only) each at a price of Rs. 60/- (Rupees Sixty Only) per Equity Share** ('Preferential Allotment Price'), aggregating to not exceeding **Rs. 48,000,000 (Four Crore Eighty Lakhs Only)** which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations, to the Proposed Allottees, who are part of Promoter of the Company for consideration other than cash being **conversion of unsecured loan** which was considered as quasi-equity by the Board of Directors of the company in its meeting held on **29th May, 2025 and as provided in the resolution plan approved by the Hon'ble NCLT Mumbai Bench** and payment to be made towards the acquisition of **17,749,995 Equity Shares** representing 100.0% of the Shareholding of **Epicurean Grove Private Limited** ("Target Company 1"), **Vidyutva Cereals Private Limited** ("Target Company 2"), **Edenbloom Cereals Private Limited** ("Target Company 3"), **Agroblossom Grains Private Limited** ("Target Company 4"), (herein after referred to as "Swap of Shares") as listed in the table below, on a preferential issue basis ("Preferential Allotment") on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws:

Sr. No.	Name of the Proposed Allottee	Category (Promoter/ Non-Promoter)	Amount of Consideration (in ₹)	Number of shares proposed	Post-Issue Shareholding (%)
1.	Patel Vandanaben Hiteshkumar	Promoter-Individual	25,15,79,580/-	41,92,993	17.62
2.	Rinkal J Patel	Promoter-Individual	16,84,20,000/-	28,07,000	11.13
3.	Manjulaben Bharatbhai Patel	Non-Promoter-Individual	35,99,91,000/-	59,99,850	21.84
4.	Vishal Ishvarbhai Patel	Non-Promoter-Individual	9,000/-	150	0.00054
5.	Vinodbhai Ramabhai Patel	Non-Promoter-Individual	38,24,91,000/-	63,74,850	23.20
6.	Purvikkumar Bhagvanbhai Patel	Non-Promoter-Individual	9,000/-	150	0.00054

7.	Sureshbhai Ramjibhai Patel	Non-Promoter-Individual	37,79,91,600/-	62,99,860	22.93
8.	Vikaskumar Ashokbhai Chaudhary	Non-Promoter-Individual	8,400/-	140	0.00051
9.	Patel Jatinbhai Ramanbhai*	Promoter-Individual	4,80,00,000/-	8,00,000	3.09
Total			158,84,99,580	2,65,74,993	100.00

**Conversion of Loan into Equity pursuant to approved resolution plan.*

RESOLVED FURTHER THAT the 'Relevant Date' for the purpose of determining the floor price for the preferential issue of Equity Shares shall be **05-02-2026**, being the date thirty days prior to the date of this meeting

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations:

- i. The Equity Shares to be issued and allotted in the manner aforesaid shall rank pari passu with the existing Equity Shares of the Company in all respects (including voting powers and the right to receive dividend) from the date of allotment and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- ii. The Equity Shares shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the members, provided that in case the allotment of Equity Shares is subject to receipt of any approval from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- iii. Allotment shall only be made in dematerialized form.
- iv. The offer, issue and allotment of the Equity shares shall be in accordance with Chapter V of the SEBI ICDR Regulations including but not limited to pricing and lock-in;
- v. The price determined above and the number of Equity Shares to be allotted shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- vi. The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above;

- vii. Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

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 for such purpose, 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 of Equity Shares), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares 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 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 authorised to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, 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 the Board be and are hereby authorized to do all such acts, deeds, things and matters and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT a certified true copy of the resolution may be given to the concerned authority(ies), Party(ies), Department(s) etc.”

**By order of the Board of directors
For PAE Limited**

**Sd/-
Nimeshkumar Ganpatbhai Patel
Chairman and Managing Director
DIN:10939411**

Place: Ahmedabad

Date: 06-02-2026

NOTES

1. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular dated September 19, 2024 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the corporate office of the Company.
2. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. In terms of the provisions of Section 152 of the Act, Mr. Nimeshkumar Patel, Managing Director of the Company, retire by rotation at the Meeting.
7. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 3 of this Notice.
8. Details of Directors retiring by rotation at this Meeting are provided in the "Annexure A" to this Notice.
9. 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 AGM. For this purpose, the Company has entered into an agreement with MUFG Intime India Private Limited for facilitating voting through electronic means, as the authorized agency.
10. The Register of Members and the Share Transfer Books of the Company will remain closed from Sunday, March 01, 2026 to Saturday, March 07, 2026 (both days inclusive).

11. Members attending the AGM through VC / OAVM should note that those who are entitled to vote but have not exercised their right to vote by remote e-voting, may vote during the AGM through e-voting for all businesses specified in the Notice. The Members who have exercised their right to vote by remote e-voting may attend the AGM but cannot vote during the AGM.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM i.e. March 07, 2026. Members seeking to inspect such documents can send an email to **compliance.pae@gmail.com**.
13. In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2024-25 is available, is being sent to those members whose e-mail address is not registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.
14. The Notice calling the AGM has been uploaded on the website of the Company at **<http://www.paeltd.com>**/The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively and the AGM Notice is also available on the website of MUFG Intime India Private Limited (agency for providing the Remote e-Voting facility) i.e. <https://instavote.linkintime.co.in>.
15. In case any member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2024-25 and Notice of the 75th AGM of the Company, may send request to the Company 's email address at **compliance.pae@gmail.com** mentioning Folio No./DP ID and Client ID.
16. For receiving Notice and Annual Report from the Company electronically, Members are requested to write to the Company with details of Folio number/ DPID/ Client ID and attaching a self-attested copy of PAN at **compliance.pae@gmail.com**.
17. SEBI has mandated the submission of Permanent Account Number (PAN), proof of identity, address and bank details by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the said documents to their Depository Participant(s). Members holding shares in physical form shall submit the documents to MUFG Intime India Private Limited (Formerly Link Intime India Private Limited.)
18. Members are informed that the facility of dematerialization of shares of the Company is available and members are advised to go for that by approaching concerned DPs. Members holding shares in physical form are requested to dematerialize their holdings at the earliest as henceforth it will not be possible to transfer shares held in physical mode.
19. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request Friday, 20th February, 2025 to Wednesday, 25th

February, 2025 mentioning their name, demat account number/folio number, email id, mobile number at compliance.pae@gmail.com The shareholders who do not wish to speak during the AGM but have queries may send their queries from Friday, 20th February, 2025 to Wednesday, 25th February, 2025 mentioning their name, demat account number/folio number, email id, mobile number at compliance.pae@gmail.com. These queries will be replied to by the Company suitably by email.

20. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

- The remote e-voting period begins on **Wednesday, March 04, 2026 at 09:00 A.M. and ends on Friday, March 06, 2026 at 05:00 P.M.**
- The Board of Directors of the Company has appointed **M/s. J. D. KHATNANI & ASSOCIATES** Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-Voting process and voting through the electronic voting system at the AGM in a fair and transparent manner.
- E-voting is optional. The e-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on **February 27, 2026**, being the Cut-off date for the purpose. Shareholders of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, can cast their vote electronically.
- The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer’s report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on <http://www.paeltd.com/>.

How do I vote electronically using NSDL e-Voting system?

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.

- b) Click on “Beneficial Owner” icon under “IDeAS Login Section”.
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nSDL.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- c) Enter the last 4 digits of your bank account / generate ‘OTP’
- d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

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



METHOD 2 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nSDL.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility**METHOD 1 - CDSL Easi/ Easiest facility:****Shareholders registered for Easi/ Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on "Login".
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL:
[https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration /](https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/)
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
 1. User ID: Enter User ID
 2. Password: Enter existing Password
 3. Enter Image Verification (CAPTCHA) Code
 4. Click “Submit”.

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> registered with the Company

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:
 1. User ID: Enter User ID
 2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
 4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - o Shareholders holding shares in NSDL form, shall provide ‘point 4’ above

- Shareholders holding shares in physical form but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
5. Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 6. Enter Image Verification (CAPTCHA) Code.
 7. Click "Submit" (You have now registered on InstaVote).
Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> registered with the Company

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
 B. Click on “Investor Mapping” tab under the Menu Section
 C. Map the Investor with the following details:
- 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
 - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.

- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "Login" under 'SHARE HOLDER' tab.
- Click "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).

- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

INSTAMEET VC INSTRUCTIONS:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- b) Visit URL: <https://instameet.in.mpms.mufg.com> & click on “Login”.
- c) Select the “Company Name” and register with your following details:
- d) Select Check Box - Demat Account No. / Folio No. / PAN
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
 - Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.

- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

e) Click “Go to Meeting”

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- c) Click on ‘Submit’.
- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- e) Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

**By order of the Board of directors
For PAE Limited**

**Sd/-
Nimeshkumar Ganpatbhai Patel
Chairman and Managing Director
DIN:10939411**

Place: Ahmedabad

Date: 06-02-2026

EXPLANATORY STATEMENT IN PURSUANCE OF SECTION 102(1) OF THE COMPANIES ACT, 2013:**ITEM NO. 3**

The Board of Directors of the Company recommended at its meeting held on **July 25, 2025** that **M/s. J. M. Patel & Bros., Chartered Accountants, [Firm Registration No. 107707W]**, be appointed as the Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of this AGM till the conclusion of 80th AGM to be held in the year 2030. M/s. J.M. Patel & Bros., Chartered Accountants, [Firm Registration No. 107707W] have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013. Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons of their relatives, in any way, concerned or interested in the said resolution.

Details as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

- The fees proposed to be paid to M/s J. M. Patel & Bros., towards statutory audit for the Financial Year 2025-26 to 2029-30 shall not exceed 2.00 Lakhs, plus out of pocket expenses, with the authority to the Board to make revisions as it may deem fit for the Balance term, based on the recommendation of the Audit Committee.
- The fees for services in the nature of statutory certifications and other permissible non-audit services will be in addition to the statutory audit fees as above, and will be decided by the management in consultation with the Statutory Auditor. The provision of such permissible non-audit services will be reviewed and approved by the Audit Committee.
- There is no material change in the proposed fee for the audit from that paid to the outgoing auditor.
- The Audit Committee and the Board of Directors, while recommending the appointment of M/s J.M. Patel & Bros. as the Statutory Auditor of the Company, have taken into consideration, among other things, the credentials of the firm, proven track record of the firm and eligibility criteria prescribed under the Act.
- M/s J.M. Patel & Bros. is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India ("ICAI") with Registration No. 107707W).
- The firm is having expertise in Statutory Audit, Income tax practices, with an experience of more than years. He is practicing since 1976 and having 48 years wide experience in a profession with specialization in Audit and Assurance, Advisor to various corporate to Direct and Indirect Taxes and Project Financing. A long-standing relationship with our clients is mainly due to his ability to win confidence of clients by delivering timely and effective advice/service.
- None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.
- The Board of Directors recommends the resolution for approval of the Members of the Company, as set out at Item No. 3 of the Notice.

STATEMENT WITH RESPECT TO ITEMS UNDER SPECIAL BUSINESS COVERED IN THE NOTICE OF MEETING ARE GIVEN BELOW:

Item No. 4

The Board of Directors at its meeting held on **July 25, 2025**, on the recommendation of Audit Committee, approved the appointment of **M/s. Kamlesh M. Shah & Co., Practicing Company Secretaries (COP-2072)** as the Secretarial Auditors of the Company for five consecutive years commencing from FY 2025-2026 till FY 2029- 2030.

Securities and Exchange Board of India (SEBI) had amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI (LODR) Regulations, 2015') on December 12, 2024. Amended Regulations 24A of SEBI (LODR) Regulations, 2015 provides specific guidelines for appointing and re-appointing Secretarial Auditors w.e.f April 01, 2025.

Regulations 24A of SEBI (LODR) Regulations, 2015 states that on the basis of recommendation of Board of Directors, a listed entity shall appoint or re-appoint an individual as Secretarial Auditor for not more than one term of five consecutive years; or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting.

Accordingly, based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to appoint **M/s. Kamlesh. M. Shah & Co., Practicing Company Secretaries (COP-2072)**, as the Secretarial Auditors of the Company for a period of 5 consecutive years from financial year 2025-26 to financial year 2029-30 pursuant to provisions of Section 204 of the Companies Act read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 24(A) of SEBI (LODR) Regulations, 2015.

Term of Appointment: Appointment for a term of 5 (Five) consecutive years from the conclusion of ensuing 75th AGM, subject to the approval of Equity Shareholders at the ensuing 75th AGM of the Company. The proposed fees payable to the Secretarial Auditors shall not exceed Rs. 2,00,000/- (Rupees Two Lakhs only) per year plus out of pocket expenses for the first year and for subsequent years, which may be subject to revision if and as mutually agreed between the Board and the Auditors.

The Board of Directors has approved the appointment of **M/s. Kamlesh. M. Shah & Co., Practicing Company Secretaries (COP-2072)** Company Secretaries, as the Secretarial Auditors of the Company for a period of five years, commencing from FY 2025-26 to FY 2029-30. The appointment is subject to shareholders' approval at the Annual General Meeting.

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

The Board recommends the Ordinary Resolution as set out at **item no.4** for approval by the Members.

Item No. 5: To appoint Mr. Akash Patel (DIN: 11226837) as Independent Director, in the category of Non-Executive Director, on the Board of the company.

Mr. Akash Patel, was appointed by the Board of Directors as an Additional Director with effect from **August 06, 2025**, in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder and also Articles of Association of the Company. As per the provisions contained under Section 161 of the Companies Act, 2013, the “Additional Director” so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, **Mr. Akash Patel**, as an Additional Director, holds office upto the date of this Annual General Meeting.

The Board of Directors of the Company at their meeting held on **August 06, 2025**, and on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the appointment of **Mr. Akash Patel (DIN: 11226837)** as an Independent Director of the Company for a period of 5 years w.e.f. **August 06, 2025** to **August 05, 2030**, with a payment of sitting fees as may be decided by the Board from time to time.

Further, as per section 161 of Companies Act, 2013, the term of additional director shall cease on the date of Annual General Meeting or the last date on which Annual General Meeting should have been held, whichever is earlier. Hence, the term of Mr. Akash Patel ceased as on December 31, 2025 which was the last date on which Annual General Meeting must have been held. As the Company was not able to hold the Annual general meeting due to corporate action restrictions, Mr. Akash patel was appointed by the Board of Directors in their meeting held on December 31, 2025 as an Additional Director, in the category of Non-Executive Independent Director in continuation to his previous term.

Mr. Akash Patel has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. He does not hold any shares of PAE Limited.

Mr. Akash Patel is a qualified Company Secretary (CS) and law graduate who brings with him more than 4 years of experience in the field of corporate secretarial, legal and corporate governance matters. He has served as CS & Compliance Officer in renowned Companies.

Relevant documents in respect of the said item are open for inspection by the members at the Corporate Office of the Company on all working days up to the date of the Meeting.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at **item No. 5** of the Notice.

The Board recommends the Special Resolution as set out at **item no. 5** for approval by the Members.

Item No. 6: To appoint Ms. Bhargavi Dilipbhai Gupta (DIN-11227180) as Independent Director, in the category of Non-Executive Director, on the Board of the company.

Ms. Bhargavi Dilipbhai Gupta, was appointed by the Board of Directors as an Additional Director with effect from **August 06, 2025**, in terms of provisions of Section 161 of the Companies

Act, 2013, rules made thereunder and also Articles of Association of the Company. As per the provisions contained under Section 161 of the Companies Act, 2013, the “Additional Director” so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, **Ms. Bhargavi Dilipbhai Gupta**, as an Additional Director, holds office upto the date of this Annual General Meeting.

The Board of Directors of the Company at their meeting held on **August 06, 2025**, and on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the appointment of **Ms. Bhargavi Dilipbhai Gupta (DIN-11227180)** as an Independent Director of the Company for a period of 5 years w.e.f. **August 06, 2025 to August 05, 2030**, with a payment of sitting fees as may be decided by the Board from time to time.

Further, as per section 161 of Companies Act, 2013, the term of additional director shall cease on the date of Annual General Meeting or the last date on which Annual General Meeting should have been held, whichever is earlier. Hence, the term of Ms. Bhargavi Dilipbhai Gupta ceased as on December 31, 2025 which was the last date on which Annual General Meeting must have been held. As the Company was not able to hold the Annual general meeting due to corporate action restrictions, Ms. Bhargavi Dilipbhai Gupta was appointed by the Board of Directors in their meeting held on December 31, 2025 as an Additional Director, in the category of Non-Executive Independent Director in continuation to her previous term.

Ms. Bhargavi Dilipbhai Gupta has also given a declaration to the company that she meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. She does not hold any shares of PAE Limited.

Ms. Bhargavi Dilipbhai Gupta is a Company Secretary with hands on exposure in Secretarial and Compliance Laws, Insolvency and Bankruptcy Code, Valuation and other related operations and work areas. Competent, diligent & result-oriented professional with the ability to relate theory with practice. Excellent time management skills with ability to work accurately and quickly prioritize, coordinate and consolidate tasks.

Relevant documents in respect of the said item are open for inspection by the members at the Corporate Office of the Company on all working days up to the date of the Meeting.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at **item No. 6** of the Notice.

The Board recommends the Special Resolution as set out at **item no. 6** for approval by the Members.

Item No.7: To appoint Mr. Mayank Kumar Ashokbhai Sedani (DIN- 11271230) as Independent Director, in the category of Non-Executive Director, on the Board of the company.

Mr. Mayank Kumar Ashokbhai Sedani, was appointed by the Board of Directors as an Additional Director with effect from **September 02, 2025**, in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder and also Articles of Association of the

Company. As per the provisions contained under Section 161 of the Companies Act, 2013, the “Additional Director” so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, **Mr. Mayank Kumar Ashokbhai Sedani**, as an Additional Director, holds office upto the date of this Annual General Meeting.

The Board of Directors of the Company at their meeting held on **September 02, 2025**, and on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the appointment of **Mr. Mayankkumar Ashokbhai Sedani (DIN- 11271230)** as an Independent Director of the Company for a period of 5 years w.e.f. **September 02, 2025** to **September 01, 2030**, with a payment of sitting fees as may be decided by the Board from time to time.

Further, as per section 161 of Companies Act, 2013, the term of additional director shall cease on the date of Annual General Meeting or the last date on which Annual General Meeting should have been held, whichever is earlier. Hence, the term of Mr. Mayankkumar Ashokbhai Sedani ceased as on December 31, 2025 which was the last date on which Annual General Meeting must have been held. As the Company was not able to hold the Annual general meeting due to corporate action restrictions, Mr. Mayankkumar Ashokbhai Sedani was appointed by the Board of Directors in their meeting held on December 31, 2025 as an Additional Director, in the category of Non-Executive Independent Director in continuation to his previous term.

Mr. Mayankkumar Ashokbhai Sedani has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. He does not hold any shares of PAE Limited.

Mr. Mayankkumar Ashokbhai Sedani is a Chartered Accountant with deep expertise in financial management, compliance, and strategic operations for automobile dealerships. He has successfully optimized profitability and finance structures across two and four-wheeler businesses. He specializes in financial advisory and tax compliance.

Relevant documents in respect of the said items are open for inspection by the members at the Corporate Office of the Company on all working days up to the date of the Meeting.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at **item No. 7** of the Notice.

The Board recommends the Special Resolution as set out at **item no. 7** for approval by the Members.

Item No. 8: To approve the change in object clause of the Company and subsequent change in Memorandum of Association of the Company.

The Board of Directors, at its meeting has approved the proposal to amend the Object Clause of the MOA in order to facilitate the Company’s entry into **processing and trading of Agriculture Commodities**, improve operational flexibility, and align the Company’s objects with its long-term strategic goals.

Pursuant to the provisions of **Sections 13 and 4** of the Companies Act, 2013, alteration of the Object Clause of the Memorandum of Association requires the approval of the shareholders by way of a **Special Resolution**.

A copy of the draft of the amended Memorandum of Association reflecting the revised Object Clause is available for inspection by the members at the Corporate Office of the Company during business hours on all working days up to the date of the Annual General Meeting. Further, the draft MOA is also available at the website of the company at <https://www.paelttd.com/assets/paedoc/charterdocument/Draft%20MOA PAE.pdf>

None of the Directors, Key Managerial Personnel of the Company, or their relatives is concerned or interested in the proposed resolution, except to the extent of their shareholding, if any.

The Board recommends the **Special Resolution** as set out at **item no. 8** for the approval of the members.

Item No. 09: To approve the proposal for shifting the registered office of the Company from the State of Maharashtra to the State of Gujarat, and to alter Clause II of the Memorandum of Association of the Company.

The registered office of the Company is currently situated at Level 1, Block A, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai City, Mumbai, Maharashtra, India, 400018. The corporate office of the Company at present is situated at A 1115, Titanium Business Park, Nr Makarba Railway Crossing, B/H Divya Bhasker Press, Makarba, Ahmedabad- 380051, Gujarat. For the purpose of operational convenience and better administrative efficiency the Board of Directors of the Company at its meeting has approved and recommended to the members of the Company the proposal of shifting of the registered office of the Company from Mumbai, State of Maharashtra to Ahmedabad, State of Gujarat.

The shifting of the registered office from one state to another and alteration of Clause II of the Memorandum of Association ("the MOA") the Company requires the approval of the members of the Company by way of special resolution, followed by approval of the Central Government (Regional Director) in terms of section 12, 13 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder.

A copy of the MOA of the Company together with the proposed alterations is available for inspection by the members of the Company at its Corporate Office during the normal business hours between 10.00 A.M (IST) to 6:00 P.M. (IST) on all working days upto the date of the meeting. Further, the draft MOA is also available at the website of the company at <https://www.paelttd.com/assets/paedoc/charterdocument/Draft%20MOA PAE.pdf>

None of the Directors, Key Managerial Persons or their relatives is in anyway concerned or interested financially or otherwise in the said proposed resolution.

The Board recommends the **special resolution** set out at **Item No. 09** of the notice for approval of the members of the Company.

ITEM 10: Change in Name of the Company and Subsequent alteration of Name Clause in the Memorandum of Association and relevant changes in Articles of Association of the Company:

The Company's existing name is PAE Limited. The Board of Directors of the Company ("the Board"), at its meeting held on 06th February, 2026, considered and approved a proposal to change the name of the Company to **AURIQUE Limited**, subject to the approval of the Members of the Company and the Central Government (delegated to the Registrar of Companies), Mumbai, and such other approvals as may be required.

The proposed new name **AURIQUE Limited** reflects the evolving vision, brand identity, and strategic direction of the Company and is considered more aligned with the Company's present and future business objectives. The Board is of the view that the proposed change of name will enhance the Company's brand recall and corporate image.

Pursuant to the provisions of Sections 4, 5, 13 and 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, the change of name of the Company requires the approval of the Members by way of a Special Resolution and approval of the Registrar of Companies. Upon approval of the proposed change of name, a fresh Certificate of Incorporation will be issued by the Registrar of Companies, and Clause I (Name Clause) of the Memorandum of Association of the Company will be altered accordingly.

The proposed change of name will not affect any rights or obligations of the Company, nor will it render defective any legal proceedings by or against the Company. All contracts, deeds, documents and other instruments executed by the Company under its existing name shall continue to be valid and enforceable in the new name.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out in the accompanying Notice, except to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolution set out in Item No. 10 of the Notice for approval by the Members.

ITEM.11: Increase in Authorized Share Capital

The present Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 25,000,000 (Two Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each. Considering the increased fund requirements and future plans of the Company, the Board at its Meeting held on **February 06, 2026** had accorded its approval for increasing the Authorised Share Capital from existing Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 25,000,000 (Two Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 27,48,00,000 (Rupees Twenty-Seven Crores Forty-Eight Lakh Only) divided into 2,74,80,000 (Two Crore Seventy-Four Lakh Eighty Thousand) Equity Shares having face value of Rs. 10/- (Rupees Ten Only) each.

Hence, pursuant to the provision of section 61 and section 13 of the Companies Act 2013 it is proposed to increase the Authorised Share Capital of the Company from existing Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 25,000,000 (Two Crore Fifty

Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 27,48,00,000 (Rupees Twenty-Seven Crore Forty-Eight Lakh Only) divided into 2,74,80,000 (Two Crore Seventy-Four Lakh Eighty Thousand) Equity Shares having face value of Rs. 10/- (Rupees Ten Only) each. and the new shares shall be ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration/substituted so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association requires approval of shareholders.

The Board of directors, accordingly, recommends the passing of Ordinary Resolution as set out at **Item No. 11** of this Notice, for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, whether directly or indirectly, in the resolution mentioned at **Item Number 11** of the Notice except to the extent of their shareholding.

Item No. 12: Adoption of New set of Memorandum of Association in substitution and to the entire exclusion of the existing Memorandum of Association of the Company:

The existing Memorandum of Association (“MOA”) of the Company was originally adopted in accordance with the provisions of former Company Law. With the enactment of the Companies Act, 2013, a revised format and structure of the MOA has been prescribed.

The Ministry of Corporate Affairs has mandated that companies align their charter documents—particularly the Object Clause—with the requirements and terminology of the Companies Act, 2013, which classifies objects into main objects and matters necessary for furtherance of the objects, instead of earlier main, ancillary, and other objects.

To bring the MOA in line with the current regulatory framework and to reflect the Company’s updated business activities and future plans, the Board of Directors at its meeting approved the adoption of a new set of Memorandum of Association, subject to approval of the Members.

The proposed new MOA is drafted in accordance with Table A of Schedule I of the Companies Act, 2013 and replaces the existing MOA entirely.

A copy of the draft new MOA is available for inspection by the Members at the Corporate Office of the Company during business hours on all working days up to the date of the AGM and is also available on the Company’s website https://www.paeltd.com/assets/paedoc/charterdocument/Draft%20MOA_PAE.pdf.

The Board recommends the resolution for approval of the Members as a Special Resolution.

None of the Directors, Key Managerial Personnel, or their relatives are concerned or interested in this resolution except to the extent of their shareholding, if any.

Item No. 13: To approve the adoption of the Articles of Association in substitution and to the entire exclusion of the existing Articles of Association of the Company:

The existing Articles of Association (“AOA”) of the Company were adopted at the time of incorporation and are based on the provisions of the former Company law. With the enactment of the Companies Act, 2013, and subsequent amendments and changes in corporate governance requirements, it has become necessary to align the Company’s AOA with the provisions of the new Act.

Further, certain modifications are required in the AOA to facilitate smooth management operations, provide greater flexibility to the Board in conducting the affairs of the Company, incorporate updated statutory provisions, and remove/replace outdated clauses that are no longer relevant.

In view of the above, the Board of Directors at its meeting approved the draft of the revised Articles of Association, subject to the approval of the members. The revised AOA is comprehensive and is proposed to be adopted in substitution of the existing AOA.

Pursuant to Section 14 of the Companies Act, 2013, alteration of the AOA of the Company requires approval of the members by way of a Special Resolution.

A copy of the draft revised Articles of Association of the Company is available for inspection by the members at the Registered Office of the Company during business hours on any working day up to the date of the meeting and will also be available at the meeting. Further, the copy of draft AOA is available on the website of the company at <https://www.paeltd.com/assets/paedoc/charterdocument/Draft%20AOA PAE.pdf>

None of the Directors, Key Managerial Personnel of the Company and/or their relatives is concerned or interested in the resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the Special Resolution set out at Item No. 13 of the Notice for the approval of the Members.

ITEM 14: To consider and approve the enhancement of borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013:

The Board of Directors of the Company seeks the approval of the members to increase the borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013.

Section 180(1)(c) of the Act requires that the Board of Directors shall not borrow money (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company without the consent of the members by way of a special resolution.

The details of Paid-Up Share Capital, Free Reserves and Securities Premium of the company are as follows:

Sr.No.	Particulars	Amount (in Lakhs Rs.) As on March 31, 2025
1	Paid Up Share Capital	100.00
2	Free Reserves	977.72
3	Securities Premium	531.22
Total		1,608.94

Considering the Company's existing and future business expansion plans, working capital requirements, capital expenditure programs, strategic investments, and general corporate purposes, it may be necessary for the Company to borrow additional funds from time to time. The present borrowing limit approved by the shareholders is considered insufficient in view of the Company's growth trajectory and long-term funding needs.

In view of the above, the Board recommends increasing the borrowing limit up to ₹ 5,000 crores (Rupees Five Thousand Crores only). The proposed limit is considered adequate to support the Company's business operations and ongoing expansion.

The Board therefore recommends the approval of the Special Resolution as set out in **Item No. 14** of the accompanying Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the resolution for approval of the members as a **Special Resolution**.

ITEM NO. 15 To consider and approve enhancement of limits under Section 186 of the Companies Act, 2013

The Company, in the ordinary course of its business, may be required to make investments, grant loans, provide guarantees or offer security to various bodies corporate, associates, subsidiaries, joint ventures, or other entities for strategic, business, or treasury management purposes. Such financial support may also be necessary to optimise returns, pursue new opportunities, or support entities with strategic importance to the Company.

Under Section 186 of the Companies Act, 2013, a company cannot give loans, guarantees, provide security, or make investments beyond the prescribed limits without obtaining prior approval of members by way of a Special Resolution.

The Company can give loans, guarantees, provide security, or make investments upto-

60% (Paid -up share Capital + Free Reserves + Securities Premium) = 9,11,36,400/-

100% (Free Reserves + Securities Premium Account) =15,08,94,000/-

Considering the Company's long-term plans, potential investment opportunities, and possible financial support to group entities or strategic ventures, the Board considers it prudent to seek members' approval to authorise aggregate loans/guarantees/security/investments up to ₹ 5,000 crores, notwithstanding that such amounts may exceed the limits specified under Section 186.

Existing Paid-up share capital	Free Reserves	Securities Premium
1,00,00,000	9,77,72,000	5,31,22,000

The proposed limit will ensure financial and strategic flexibility to pursue business objectives as and when opportunities arise.

None of the Directors, KMP or their relatives are concerned or interested in this Resolution, except to the extent of their shareholding, if any.

The Board recommends the passing of this **Special Resolution**.

ITEM.16: To consider and approve borrowing of unsecured loan up to Rs. 100 Crores (Rupees Hundred Crores Only) from the Director with an option to convert the loan into equity shares of the Company, at a later date:

To support the Company's working capital requirements, business operations, and ongoing projects, the Company requires additional financial assistance. Considering the funding needs and the desire to optimise the capital structure, **Mr. Jatinbhai Ramanbhai Patel (DIN: 06973337)**, Director of the Company, who is a related party within the meaning of Section 2(76) of the Companies Act, 2013, has offered to provide an unsecured loan of up to ₹100 crores on mutually agreed terms.

In order to provide flexibility in future financial planning and to strengthen the Company's balance sheet, the Director has also agreed to extend the loan with an option to convert the outstanding principal and/or interest into equity shares of the Company at a future date.

As per Section 62(3) of the Companies Act, 2013, where a company raises a loan with a right to convert such loan into equity shares at a later stage, the approval of the members by way of a Special Resolution is required.

The proposed arrangement is considered beneficial for the Company, as it provides immediate liquidity, reduces dependency on external borrowings, and gives the Company the option to reduce debt in future through conversion into equity.

The conversion price will be determined in accordance with applicable laws, including SEBI (LODR) Regulations, SEBI pricing guidelines (if applicable), and other statutory requirements. Actual conversion will also require approval of the Board at the relevant time and compliance with all applicable regulatory procedures.

The details as required under Section 188 of Companies Act, 2013 in case of Related Party Transaction is as follows:

Sr.No.	Particulars	
1	Name of the Related Party	Jatinbhai Ramanbhai Patel
2	Name of the director or key managerial personnel who is related, if any	NA
3	Nature of Relationship	Non-Executive Director
4	Nature of transaction	Borrowing of unsecured loan from director
	Material Terms	Subject to conversion into equity shares as per section 62 (3) of Companies Act, 2013
	Monetary Value	Up to Rs. 100,00,00,000 (Hundred Crores only)
	Particulars of the Contract or Arrangement	Loan Agreement

Except Mr. Jatinbhai Ramanbhai Patel, none of the Directors, KMP or their relatives are concerned or interested in this Resolution, except to the extent of their shareholding, if any.

The Board recommends the passing of this Special Resolution.

ITEM. 17: Appointment of Mr. Pinalkumar Kalidas Patel (DIN: 11445554) as the Executive Director of the Company:

The Board of Directors of the Company, at its meeting held on **06th February, 2026** on the recommendation of the Nomination and Remuneration Committee, approved the appointment of **Mr. Pinalkumar Kalidas Patel (DIN: 11445554)** as the **Executive Director** of the Company with effect from **06th February, 2026**, subject to the approval of the Members of the Company.

Mr. Pinalkumar Kalidas Patel possesses the necessary qualifications, experience and expertise in the field of finance, accounts and corporate management. Considering his experience and the significant role he is expected to play in the growth and financial governance of the Company; the Board is of the opinion that his appointment as Executive Director would be in the best interest of the Company.

Pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other

applicable rules made thereunder, the appointment and remuneration of an Executive Director require the approval of the Members of the Company.

The terms and conditions of appointment, including remuneration payable to **Mr. Pinalkumar Kalidas Patel**, have been approved by the Board of Directors and shall be in accordance with the provisions of the Companies Act, 2013. The Board is authorised to alter, vary or revise the terms and conditions of the said appointment, including remuneration, as may be deemed fit, subject to the limits specified under the Companies Act, 2013.

The Company has received the necessary disclosures and declarations from **Mr. Pinalkumar Kalidas Patel** confirming that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013.

Except **Mr. Pinalkumar Kalidas Patel**, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the accompanying Notice.

The Board recommends the resolution set out in the accompanying Notice for approval of the Members.

ITEM. 18: To issue equity shares on preferential basis:

The Company has undergone a corporate insolvency resolution process ("CIRP") under the provisions of the Insolvency and Bankruptcy Code, 2016 ("IBC"). The Resolution Plan submitted by the **Mr. Jatinbhai Ramanbhai Patel, Successful Resolution Applicant** (hereinafter referred as "SRA") has been unanimously approved by the Committee of Creditors and subsequently by Hon'ble NCLT, Mumbai Bench vide order dated November 27, 2024. In accordance with the terms of the approved Resolution Plan, certain financial restructuring measures are required to be implemented.

Pursuant to the Resolution Plan, the SRA has infused funds amounting to Rs. 48,000,000 into the Company. Out of which, the Board of directors in its first meeting held on April 14, 2025 approved allotment of 950,000 shares to Promoter and Promoter group and 50,000 to public in proportion to their shareholding as on record date, which was fixed as March 04, 2025, out of newly restructured 1000,000 shares.

The Company applied for listing approval of these newly restructured 1000,000 shares to Bombay Stock Exchange pursuant to which the exchange granted listing approval dated **November 28, 2025**.

Further, the remaining amount of 48,000,000 was considered as quasi-equity as per resolution plan and also Board of directors approved the same in its meeting held on **29th May, 2025**. Accordingly, the Board proposes to issue Equity Shares to the SRA **for consideration other than cash**, against the conversion of the aforesaid loan.

Also, the Members are hereby informed that the Board in its meeting held on **06th February, 2026**, has approved the acquisition of 100% shareholding of **Epicurean Grove Private Limited** ("Target Company 1"), **Vidyutva Cereals Private Limited** ("Target Company 2"), **Edenbloom Cereals Private Limited** ("Target Company 3"), **Agroblossom Grains Private Limited** ("Target Company 4") in line with the strategy to Expansion of the Business it is decided to acquire

1,77,49,995 Equity Shares constituting 100% stake of Epicurean Grove Private Limited (“Target Company 1”), Vidyutva Cereals Private Limited (“Target Company 2”), Edenbloom Cereals Private Limited (“Target Company 3”), Agroblossom Grains Private Limited (“Target Company 4”). As a purchase consideration for the said acquisition, the Company has proposed to allot its equity shares to the shareholders of the target company in proportion to the shares held by them in the target companies being the payment towards the swap shares. For acquisition of the equity shares of target company, it is proposed to issue and allot equity shares of the Company on a preferential basis for consideration other cash.

Accordingly, the Board pursuant to its resolution dated **06th February, 2026**, has approved the issue of upto **2,56,74,993** (Two Crore Fifty-Six Lakh Seventy-Four thousand Nine Hundred Ninety-Three Rupees) fully Paid-up Equity Shares of the Company having a Face Value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 60/- (Rupees Sixty Only) per Equity Share per share (‘Preferential Allotment Price’) to the Proposed Allottee for a consideration other than cash, which is not less than the price prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) on a preferential basis.

The details allotment of shares on preferential basis by way of consideration other than cash is as follows:

A. By way of Conversion of Loan into Equity:

Sr. No.	Name of proposed allottee	Amount of Unsecured Loan	Number of shares proposed to be allotted
1.	Patel Jatinbhai Ramanbhai	48,000,000	8,00,000
(A) Total			8,00,000

B. By way of swap of shares:

Sr. No.	Name of proposed allottee	Number of shares in Target Company	Number of shares proposed to be allotted
Epicurean Grove Private Limited (Target Company 1)			
Swap Ratio (5:7)			
1	Patel Vandanaben Hiteshkumar	29,94,995	41,92,993
2	Rinkal J Patel	20,05,000	28,07,000
Total (a)		49,99,995	69,99,993
Vidyutva Cereals Private Limited (Target Company 2)			
Swap Ratio (2:3)			

1	Manjulaben Bharatbhai Patel	39,99,900	59,99,850
2	Vishal Ishvarbhai Patel	100	150
Total (b)		40,00,000	60,00,000
Edenbloom Cereals Private Limited (Target Company 3)			
Swap Ratio (2:3)			
1	Vinodbhai Ramabhai Patel	42,49,900	63,74,850
2	Purvik Bhargavbhai Patel	100	150
Total (c)		42,50,000	63,75,000
Agroblossom Grains Private Limited (Target Company 4)			
Swap Ratio (5:7)			
1	Sureshbhai Ramjibhai Patel	44,99,900	62,99,860
2	Vikaskumar Ashokbhai Chaudhary	100	140
Total (d)		45,00,000	63,00,000
(B) Total (a+b+c+d)		1,77,49,995	2,56,74,993

C. Total number of shares proposed to be issued:

Sr. No.	Particulars	Number of shares
1	A	8,00,000
2	B	2,56,74,993
Total shares proposed to be issued		2,64,74,993

Pursuant to the above transaction, there would be no change in the management or control or would not result in the transfer of ownership of the Company to the Proposed Allottees.

Necessary information/details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 ("Act") read with the rules issued there-under, are set forth below:

1. Particulars of the offer including the date of passing of the Board resolution:

The Board, pursuant to its resolution dated **06th February, 2026**, has approved the proposed preferential issue of up to **2,64,74,993** (Two Crore Sixty-Four Lakh Seventy-Four Thousand Nine

Hundred Ninety-Three only) fully Paid-up Equity Shares of the Company having a Face Value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 60/- (Rupees Sixty Only) per Equity Share (including premium of Rs. 50/- per Equity Share), for consideration other than cash, which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations, on a preferential basis.

2. Objects of the preferential issue:

The Company has agreed to discharge of the total Purchase Consideration payable for the acquisition of the target Company by acquiring **1,77,49,995 Equity Shares** constituting 100% stake of **Epicurean Grove Private Limited** ("Target Company 1"), **Vidyutva Cereals Private Limited** ("Target Company 2"), **Edenbloom Cereals Private Limited** ("Target Company 3"), **Agroblossom Grains Private Limited** ("Target Company 4") from the proposed allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in resolution at Item No. 18 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchange and any other regulatory approvals, as may be applicable.

3. Kinds of securities offered and the price at which the security is being offered and the total number of shares or other securities to be issued:

The Company has agreed to issue upto 2,64,74,993 (Two Crore Sixty-Four Lakh Seventy-Four Thousand Nine Hundred Ninety-Three only) fully Paid-up Equity Shares of the Company having a Face Value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 60/- (Rupees Sixty Only) per Equity Share (including premium of Rs. 50/- per Equity Share) which is not less than the price prescribed under Chapter V of the SEBI ICDR Regulations.

The floor price of the equity shares of the company is Rs. 10.65/- as per the valuation report provided by Registered Valuer dated 06th February, 2026.

4. The basis on which the price has been arrived at and Justification of Price (including premium, if any):

The Company is listed on Bombay Stock Exchange (BSE) and the Equity Shares of the Company are infrequently traded in accordance with Regulation 165 of the ICDR Regulations.

For the purpose of computation of the price per Equity Share, the price determined by the issuer shall take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies, provided that the issuer shall submit a certificate stating that the issuer is in compliance of this regulation, obtained from an independent registered valuer to the stock exchange where the equity shares of the issuer are listed.

Target Company 1 : Epicurean Grove Private Limited

- Epicurean Grove Private Limited has a strong penetration in the markets of Telangana.
- The acquisition will add a network of at least 5000 points of sale (PoS) to the growing network of PAE Limited.
- The acquisition will enable PAE Limited to operate on a well-developed turf and save valuable time.

- The consideration of acquisition is justified due to the benefits accruing from the acquisition by PAE Limited.
- The operational costs of PAE Limited can be minimized through the acquisition of Epicurean Grove Private Limited.
- PAE Limited holds the benefit of easy penetration of the retail and wholesale markets at a faster pace through this acquisition.
- The acquisition is a strategic initiative of achieving fast paced growth both in terms of outreach as well as revenue generation through a proactive approach.
- The shareholders of Epicurean Grove Private Limited are agreeable to the action of being acquired by PAE Limited

Target Company 2: Vidyutva Cereals Private Limited

- Vidyutva Cereals Private Limited has a strong penetration in the markets of Gujarat.
- Gujarat is one of the fastest growing markets in the sector due to higher disposability of income and changing consumption patterns. PAE Limited is of the opinion that the changing consumption patterns needs to be profitably tapped.
- The acquisition will add a network of at least 3000 points of sale (PoS) to the growing network of PAE Limited.
- The consideration of acquisition is justified due to the benefits accruing from the acquisition by PAE Limited.
- The operational costs of PAE Limited can be minimized through the acquisition of Vidyutva Cereals Private Limited.
- PAE Limited holds the benefit of easy penetration of the retail and wholesale markets at a faster pace through this acquisition.
- The acquisition is a strategic initiative of achieving fast paced growth both in terms of outreach as well as revenue generation through a proactive approach.
- The shareholders of Vidyutva Cereals Private Limited are agreeable to the action of being acquired by PAE Limited.

Target Company 3 : Edenbloom Cereals Private Limited

- Edenbloom Cereals Private Limited has a strong penetration in the markets of Rajasthan.
- Rajasthan is one of the fastest growing markets in the sector due to higher disposability of income and changing consumption patterns. PAE Limited is of the opinion that the changing consumption patterns needs to be profitably tapped.
- The acquisition will add a network of at least 2000 points of sale (PoS) to the growing network of PAE Limited.
- The consideration of acquisition is justified due to the benefits accruing from the acquisition by PAE Limited.
- The operational costs of PAE Limited can be minimized through the acquisition of Edenbloom Cereals Private Limited.
- PAE Ltd holds the benefit of easy penetration of the retail and wholesale markets at a faster pace through this acquisition.
- The acquisition is a strategic initiative of achieving fast paced growth both in terms of outreach as well as revenue generation through a proactive approach.

- The shareholders of Edenbloom Cereals Private Limited are agreeable to the action of being acquired by PAE Limited.

Target Company 4: Agroblossom Grains Private Limited

- Agroblossom Grains Private Limited has a strong penetration in the markets of Rajasthan.
- Rajasthan is one of the fastest growing markets in the sector due to higher disposability of income and changing consumption patterns. PAE Limited is of the opinion that the changing consumption patterns needs to be profitably tapped.
- The acquisition will add a network of at least 2000 points of sale (PoS) to the growing network of PAE Limited.
- The consideration of acquisition is justified due to the benefits accruing from the acquisition by PAE Limited.
- The operational costs of PAE Limited can be minimized through the acquisition of Agroblossom Grains Private Limited.
- PAE Limited holds the benefit of easy penetration of the retail and wholesale markets at a faster pace through this acquisition.
- The acquisition is a strategic initiative of achieving fast paced growth both in terms of outreach as well as revenue generation through a proactive approach.
- The shareholders of Agroblossom Grains Private Limited are agreeable to the action of being acquired by PAE Limited.

Strategic Expansion Driving PAN-India Growth

The Company envisions to demonstrated exceptional growth, underpinned by its unparalleled PAN-India distribution network and a focused strategy of regional consolidation. In a significant step towards strengthening its national footprint, the Company successfully completed the acquisition of four privately held entities based in Rajasthan, Gujarat, and Telangana, all engaged in the trading and processing of agricultural commodities.

These acquisitions can substantially enhance the Company's sourcing capabilities, processing capacity, and last-mile distribution reach across key agricultural belts of India. Each entity to be acquired brings deep regional expertise, established supplier relationships, and strong market presence in their respective states, enabling the Company to seamlessly integrate regional strengths into a unified national platform.

With these additions, the Company would now operate an expanded distribution network spanning multiple agriculture-climatic zones, ensuring consistent supply, optimized logistics, and faster market access across India. The integration of processing facilities has also improved value addition, quality control, and margin resilience, while reducing dependency on third-party processors.

The strategic presence in Rajasthan and Gujarat strengthens the Company's position in key western agriculture -markets, while the Telangana acquisition significantly enhances its footprint in southern India. Together, these acquisitions position the Company as a truly PAN-India player with end-to-end capabilities across procurement, processing, and distribution of agricultural commodities.

This expansion aligns with the Company’s long-term vision of building a scalable, resilient, and regionally diversified agri-business. The synergies arising from these acquisitions are expected to drive sustainable revenue growth, improve operational efficiencies, and create long-term value for stakeholders.

5. The price or price band at/within which the allotment is proposed:

The price per Equity Share to be issued is fixed at Rs. 60/- which consists of Rs. 10/- as Face Value per Equity Share and Rs. 50/- as Security Premium. Kindly refer to the abovementioned point no. 4 for the basis of the determination of the price.

6. Relevant Date with reference to which the price has been arrived at:

The “Relevant Date” as per Chapter V of the SEBI ICDR Regulations for the determination of the price for Equity Shares to be issued is **Thursday, 05th February, 2026**, being the date 30 days prior to the date of AGM.

7. The pre-issue and post-issue shareholding pattern of the Company:

The shareholding pattern before and after completion of the proposed preferential issue would be as under:

Sr. No.	Category	Pre-issue		Post-issue**	
		No. of shares	% of capital	No. of shares	% of capital
A	Promoters & Promotor Group Holding				
1	Indian:				
(a)	Individual / Hindu Undivided Family	9,50,000	95.00	87,49,993	31.84
(b)	Bodies Corporate	0	0	0	0
(c)	Financial Institution/ Banks	0	0	0	0
(d)	Any Others (Specify)	0	0	0	0
	Sub Total(A)(1)	9,50,000	95.00	87,49,993	31.84
2	Foreign promoters				
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0
(b)	Bodies Corporate	0	0	0	0

(c)	Institutions	0	0	0	0
	Sub Total(A)(2)	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	9,50,000	95.00	87,49,993	31.84
B	Non-Promoter Holding				
1	Institutions	0	0	0	0
(a)	Mutual Funds/ UTI	11	0.00	11	0.00
(b)	Foreign Portfolio Investors Category II	0	0	0	0
(c)	Any Other (specify)	0	0	0	0
	Sub Total(B)(1)	11	0.00	11	0.00
2.	Non-institutions	0	0	0	0
(a)	Bodies Corporate	605	0.06	605	0.002
(b)	Individuals	41,127	4.11	1,87,16,127	68.12
(c)	Investor Education and Protection Fund (IEPF)	1,517	0.15	1,517	0.005
(d)	Escrow Account	4,780	0.48	4,780	0.017
(e)	Body Corp-Ltd Liability Partnership	29	0.00	29	0.00
(f)	Hindu Undivided Family	1,880	0.19	1,880	0.007
(g)	Clearing Member	51	0.01	51	0.00
	Sub Total(B)(2)	49,989	5.00	1,87,24,989	68.15
	Total Public Shareholding (B)= (B)(1)+(B)(2)	50,000	5.00	1,87,25,000	68.15
	TOTAL (A)+(B)	10,00,000	100.00	2,74,74,993	100.00
	GRAND TOTAL (A)+(B)				

Note: The above shareholding pattern has been prepared on the basis of shareholding as on **31st December, 2025**.

8. Name and address of valuer who performed valuation:

The Company has received Valuation Report dated **06th February, 2026** from **CS Abhishek Chhajed**, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2020/13674 and having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad, Gujarat - 380001.

9. The amount which the Company intends to raise by way of such securities:

The shares are being allotted for a consideration other than cash as part of the consideration payable for the acquisition as mentioned above.

10. Material terms of raising such securities, proposed time schedule, principal terms of assets charged as securities, issue including terms and rate of dividend on each share, etc.

The Equity Shares are being issued on a preferential basis for a consideration other than cash at an issue price of Rs. 60/- per share in accordance with Regulation 165 of SEBI ICDR Regulations to the Proposed Allottees, towards payment of total consideration payable by the Company for the acquisition of the 100% of issued and Paid-up Capital of Target Company(ies).

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company.

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

The aforementioned allotment, if approved, is proposed to be made to promoter and non-promoter.

12. The intention of Promoters, Directors or Key Managerial Personnel and senior management to subscribe to the offer:

The Equity Shares shall be offered to the Proposed Allottees (including promoters and director) only. None of the Key Managerial Personnel and Senior Management of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Allotment.

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

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of the Equity Shares on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the Members for issue and allotment of the Equity Shares, provided that where the issue and allotment of the shares is pending on account of pendency of any approval or permission 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 of receipt of last of such approvals or permissions.

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

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

15. The 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:

During the year, no preferential allotment of any securities has been made to any person.

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

The Company proposes to discharge payment of the total Purchase Consideration payable for the acquisition of the Target Company(ies) by acquiring **1,77,49,995** Equity Shares constituting 100 % stake of the Target Company(ies) from the Proposed Allottees for consideration other than cash by issuance of Equity Shares on a preferential basis to the Proposed Allottees.

The valuation of the same is based on the independent valuation report dated **06th February, 2026**, received from by CS Abhishek Chhajed, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2020/13674 and having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad, Gujarat - 380001 in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations. The same is also available at <https://www.paeltd.com/valuation-report.html>

17. Lock-in Period:

The proposed allotment of the Equity Shares, shall be subject to a lock-in as per the requirements of ICDR Regulations. However, in addition to the lock-in period prescribed under ICDR Regulations, the said Equity Shares shall along with any further issuance of shares such as Bonus Shares, which may arise in future, shall be locked in for a further period as may be mutually agreed upon by the Company and the Proposed Allottees.

18. Listing:

The Company will make an application to the Stock Exchange at which the existing shares is listed, for listing of the aforementioned Equity Shares. The above shares, once allotted, shall rank pari-passu with the then existing equity shares of the Company in all respects.

19. Identity of the natural persons who are the ultimate beneficial owners of the Equity 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 and change in control, if any, in the Company consequent to the Preferential Issue:

Identity of the Allottees and the percentage of post preferential issue capital that may be held by them:

Sr. No.	Name of the proposed allottees	Category	Pre-issue holding	Post issue holding	Ultimate beneficial proposed owners/Entities who ultimately control proposed

			No. of Shares	(%)	No. of Shares	(%)	allottees of the warrants proposed to be allotted
1	Patel Jatinbhai Ramanbhai	Promoter-Individual	50,000	5.00	850,000	3.094	Not Applicable
2	Patel Vandanaaben Hiteshkumar	Promoter-Individual	6,50,000	65.00	48,42,993	17.62	Not Applicable
3	Rinkal J Patel	Promoter-Individual	2,50,000	25.00	30,57,000	11.13	Not Applicable
4	Manjulaben Bharatbhai Patel	Non-Promoter-Individual	0	0.00	59,99,850	21.84	Not Applicable
5	Vishal Ishvarbhai Patel	Non-Promoter-Individual	0	0.00	150	0.00054	Not Applicable
6	Vinodbhai Ramabhai Patel	Non-Promoter-Individual	0	0.00	63,74,850	23.20	Not Applicable
7	Purvik Bhargavbhai Patel	Non-Promoter-Individual	0	0.00	150	0.00054	Not Applicable
8	Sureshbhai Ramjibhai Patel	Non-Promoter-Individual	0	0.00	62,99,860	22.93	Not Applicable
9	Vikaskumar Ashokbhai Chaudhary	Non-Promoter-Individual	0	0.00	140	0.00051	Not Applicable

20. The current and proposed status of the Allottees post the preferential issues namely, promoter or non-promoter:

Sr.No.	Name of the proposed allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1	Patel Jatinbhai Ramanbhai	Promoter-Individual	Promoter-Individual
2	Patel Vandanaaben Hiteshkumar	Promoter-Individual	Promoter-Individual
3	Rinkal J Patel	Promoter-Individual	Promoter-Individual
4	Manjulaben Bharatbhai Patel	Non-Promoter-Individual	Non-Promoter-Individual
5	Vishal Ishvarbhai Patel	Non-Promoter-Individual	Non-Promoter-Individual
6	Vinodbhai Ramabhai Patel	Non-Promoter-Individual	Non-Promoter-Individual
7	Purvik Bhargavbhai Patel	Non-Promoter-Individual	Non-Promoter-Individual
8	Sureshbhai Ramjibhai Patel	Non-Promoter-Individual	Non-Promoter-Individual
9	Vikaskumar Ashokbhai Chaudhary	Non-Promoter-Individual	Non-Promoter-Individual

21. Practicing Company Secretary's Certificate:

A certificate from **Heena Prajapati & Associates** (Membership No. A-74956, COP: 27912) Practicing Company Secretary, certifying that the issue of Equity Shares is being made in accordance with requirements of ICDR Regulations shall be placed before the General Meeting of the shareholders. The same is also available at <https://www.paeltd.com/preferential-issue.html>

22. Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects:

No contribution is being made by Promoter or Directors of the Company, as part of the Preferential Issue.

23. SEBI Takeover code:

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

24. Undertaking:

- a. Neither the Company nor any of its directors and/or Promoters have been declared as wilful defaulters as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- b. Neither the Company nor any of its directors and/or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- c. The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- d. The Proposed Allottees has confirmed that it has not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.
- e. The Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.
- f. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

None of the Directors except Mr. Jatinbhai Ramanbhai Patel, financially or otherwise interested in the said resolution except to the extent of their shareholding in the Company.

The approval of the Members is being sought to enable the Board to issue and allot the Equity Shares on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

**By order of the Board of directors
For PAE Limited**

**Sd/-
Nimeshkumar Ganpatbhai Patel
Chairman and Managing Director
DIN:10939411**

**Place: Ahmedabad
Date: 06-02-2026**

ANNEXURE A

ANNEXURE TO ITEM NO. 2 AND ITEM NO. 16 OF THE NOTICE OF THE AGM

Pursuant to Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the required details of the Director proposed to be appointed and the terms of proposed remuneration of the Director is given herein below:

Particulars	Nimeshkumar Ganpatbhai Patel	Mr. Pinalkumar Kalidas Patel
Director Identification Number	10939411	11445554
Age	32 Years	32 Years
Date of Birth	07/05/1993	04/01/1994
Date of Appointment on Board	18/02/2025	06/02/2026
Qualifications	Master of Commerce(M.Com)	Bachelor of Computer Applications (BCA)
Experience/Expertise	Mr. Nimesh Patel is a highly accomplished finance professional with strong mastery of accountancy, including financial management, regulatory compliance, and IFRS/GAAP. He demonstrates proven leadership in managing large, multidisciplinary teams and driving high-quality financial operations. He possesses deep expertise in strategic financial planning, working capital and liquidity management, and capital allocation. He is highly analytical, with the ability to interpret financial data, identify trends, and convert insights into sound business decisions. He is Well-versed in risk	Mr. Pinalkumar Kalidas Patel is a seasoned professional with over five years of experience in the agro commodities sector, with deep exposure to the spices industry. He combines strong operational understanding of agro-based businesses with analytical, system-driven, and financial oversight capabilities, making him well-suited for the role of Director and Chief Financial Officer (CFO) in a listed company engaged in agro commodities. With an academic background in Computer Applications and extensive experience in procurement-led operations, Mr. Pinal Patel brings a unique blend of process orientation, data analysis, cost control, and commercial decision-making to the finance leadership function.

	management, effectively identifying and mitigating financial and operational risks, an effective communicator who translates complex financial concepts for diverse stakeholders, and technologically proficient with advanced ERP systems, data analytics, and automation tools.	
Terms and Conditions of appointment or re-appointment along with remuneration	As decided mutually between Board and the proposed director.	As decided mutually between Board and the proposed director.
The last drawn remuneration	75,000 P.M	NIL
Shareholding in the Company	NIL	NIL
Relationship with Other Directors, Manager and other Key Managerial Personnel of the Company	N.A.	N.A.
The Number of Meetings of the Board attended during the year	N.A.	N.A.
Other Directorships	Non- Executive Director in KDJ Holidayscapes and Resorts Limited	Designated Partner in Grainovita LLP
Memberships/Chairmanship of Committees of other companies	Member in Audit Committee & member in Nomination & Remuneration Committee in KDJ Holidayscapes and Resorts Limited	NIL
Listed entities from which the Director has resigned in the past three years	NIL	NIL

ANNEXURE B

ANNEXURE TO ITEM NO.05, ITEM NO.06, ITEM NO.07 OF THE NOTICE OF THE AGM

Details of the directors seeking appointment at the 75th Annual General Meeting in pursuance of provisions of Companies Act, 2013 and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

NAME OF THE DIRECTOR	MR. AKASH PATEL	MS. BHARGAVI DILIPBHAI GUPTA	MR. MAYANKKUMAR ASHOKBHAI SEDANI
DIN	11226837	11227180	11271230
Date of Birth	05/11/1998	06/08/1998	06/09/1994
Nationality	Indian	Indian	Indian
Date of appointment on the Board	06/08/2025	06/08/2025	02/09/2025
Qualification	Company Secretary	Company Secretary	Chartered Accountant
Experience	CS Akash Patel is a qualified Company Secretary (CS) and law graduate who brings with him more than 4 years of experience in the field of corporate secretarial, legal and corporate governance matters. He has served as CS & Compliance Officer in renowned Companies	CS Bhargavi Gupta is a Company Secretary with hands on exposure in Secretarial and Compliance Laws, Insolvency and Bankruptcy Code, Valuation and other related operations and work areas. Competent, diligent & result-oriented professional with the ability to relate theory with practice. Excellent time management skills with ability to work accurately and quickly prioritize, coordinate and consolidate tasks.	Mr. Mayank Sedani is a Chartered Accountant with deep expertise in financial management, compliance, and strategic operations for automobile dealerships. He has successfully optimized profitability and finance structures across two and four-wheeler businesses. He specializes in financial advisory and tax compliance.
Terms & Conditions of Appointment / Re-appointment	5 years from August 06, 2025; not eligible to retire by rotation	5 years from August 06, 2025; not eligible to retire by rotation	5 years from September 02, 2025; not eligible to retire by rotation
Remuneration details	Nil	Nil	Nil
Shareholding in the Company	Nil	Nil	Nil

Relationship with the Company & Other Directors	None	None	None
No. of Board Meetings attended during the year	Nil	Nil	Nil
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	Nil	Nil	Nil
Memberships / Chairmanships of Audit and Stakeholders' relationship Committees across Public Companies	NIL	NIL	NIL
List of Companies wherefrom the Director has resigned during last 3 years (excluding foreign, private and Section 8 Companies)	Nil	Nil	Nil
Declaration under Regulation 36(3) of SEBI LODR Regulations, 2015	The proposed Director meets the skills and capabilities required for the role and the manner in which the candidature of Mr. Akash Patel is proposed for Directorship	The proposed Director meets the skills and capabilities required for the role and the manner in which the candidature of Ms. Bhargavi Dilipbhai Gupta is proposed for Directorship	The proposed Director meets the skills and capabilities required for the role and the manner in which the candidature of Mr. Mayankkumar Ashokbhai Sedani is proposed for Directorship