



## NOTICE

**NOTICE** is hereby given that the **37<sup>th</sup> (Thirty-Seventh)** Annual General Meeting (AGM) of the Members of **Shree Pacetronix Limited** will be held on **Wednesday, 03<sup>rd</sup> September, 2025** at **01:00 P.M.** through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) for which purposes the registered office of the Company situated at Plot No. 15, Sector-II, Industrial Area, Pithampur, District Dhar, Madhya Pradesh, 454775 shall be deemed as the venue for the meeting and the proceedings of the Annual General Meeting shall be deemed to be made there at, to transact the following businesses:

### **ORDINARY BUSINESS:**

**1. CONSIDERATION AND ADOPTION OF STANDALONE & CONSOLIDATED AUDITED FINANCIAL STATEMENT.**

To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements containing the Balance Sheet as at 31<sup>st</sup> March, 2025, the Statement of Profit & Loss, Cash Flow Statement and notes thereon of the Company for the financial year ended 31<sup>st</sup> March, 2025, together with the Reports of the Board of Directors and the Auditors thereon.

**2. APPOINTMENT OF MR. ATUL KUMAR SETHI (DIN: 00245685), LIABLE TO RETIRE BY ROTATION.**

To appoint a Director in place of Mr. Atul Kumar Sethi (DIN: 00245685), Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

**3. APPOINTMENT OF MRS. SHRADDHA JAIN, PRACTICING COMPANY SECRETARY AS SECRETARIAL AUDITOR OF THE COMPANY**

To appoint Mrs. Shraddha Jain, Practicing Company Secretary as Secretarial Auditor of the Company for a period of five consecutive years from the conclusion of this Annual General Meeting until the conclusion of the next 42<sup>nd</sup> Annual General Meeting of the Company to be held in the year 2030 and to fix their remuneration.

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

**“RESOLVED THAT** pursuant to the provision of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with Circulars issued thereunder from time to time and Section 204 of the Companies Act 2013 read with Rule 9 of the Companies (Appointment and Remuneration personnel) Rules, 2014 and other applicable provisions if any of the Companies Act 2013, on recommendation of Audit Committee and on Board’s approval, the approval of the members of the Company be and is hereby accorded for the appointment of Mrs. Shraddha Jain, Practicing Company Secretary as Secretarial Auditors of the Company for a period of 5 consecutive years,



commencing from 1<sup>st</sup> April, 2025 to 31<sup>st</sup> March, 2030 ('the Term'), on such terms & conditions, including remuneration as may be determined by the Board of Directors at a later stage.

**RESOLVED FURTHER THAT** appointment letter has been placed before the Board and same has been approved by the board and signed by the chairman of the board for the purpose of appointment of Mrs. Shraddha Jain, Practicing Company Secretary as Secretarial Auditors of the Company for a period of five consecutive years.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (or any Committee thereof) be and is hereby authorized to fix remuneration of the Statutory Auditors and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

#### 4. **RE-APPOINTMENT OF MR. ATUL KUMAR SETHI (DIN: 00245685) AS THE MANAGING DIRECTOR 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 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being enforce), in terms of Articles of Association, on recommendation of Nomination & Remuneration Committee and on Board's approval, the approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Atul Kumar Sethi (DIN- 00245685), who holds office as a Managing Director upto 30<sup>th</sup> November, 2025 as a Managing Director of the Company for a further period of three (3) years commencing from 01<sup>st</sup> December, 2025 to 30<sup>th</sup> November, 2028, who shall be liable to retire by rotation, upon the terms and conditions as detailed in the explanatory statement attached hereto.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 as existing or amended, modified or re-enacted from time to time and in such a manner as may be agreed between the Board of Directors and Mr. Atul Kumar Sethi.

**RESOLVED FURTHER THAT** in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Mr. Atul Kumar Sethi shall not be in excess with the limit prescribed in the Schedule V of the Companies Act, 2013 as may be applicable from time to time during his tenure."

#### 5. **TO CONSIDER AND APPROVE THE ISSUE OF EQUITY SHARES BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS TO A PERSON BELONGING TO THE PROMOTER**

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



**“RESOLVED THAT** in accordance with 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”), read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) (“Act”), and subject to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, (“SEBI ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (“SEBI Takeover Regulations”), Foreign Exchange Management Act, 1999, as amended, (“FEMA”), and subject to other applicable laws, rules, regulations, and guidelines of Securities and Exchange Board of India (“SEBI”), and/or BSE Limited (“BSE”) (“Stock Exchange”), where the equity shares of the company are listed, and applicable and enabling provisions of the Memorandum and Article of Association of the company and any other applicable laws, rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs (“MCA”), the SEBI, the Reserve Bank of India (“RBI”) or any other statutory or regulatory authority (hereinafter collectively referred to as “applicable laws”), in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to the approvals, consents, permissions and sanctions of the SEBI, Stock Exchange and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and/or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee which the Board may have constituted to exercise certain powers, including the powers, conferred by this resolution), the consent and approval of the Members of the Company be and is hereby accorded to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with Chapter V of the SEBI ICDR Regulations, up to 75,150 (Seventy Five Thousand One Hundred Fifty) equity shares of face value of ₹10/- (Rupees Ten only) each (“Equity Shares) at an issue price of ₹81/- (Rupees Eighty One Only) (including a premium of ₹71/- (Rupees Seventy One only) per equity share not being less than the price as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, aggregating upto ₹60,87,150/- (Rupees Sixty Lakhs Eighty Seven Thousand One Hundred Fifty Only), for cash, to following persons (“Proposed Allottees”) as given in the below table on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI ICDR Regulations:



S. No.	Name of the Proposed Allottees	Type of Proposed Allottees	Category of Proposed Allottees	Maximum no. of Equity Shares to be offered	Consideration (in ₹)
1.	Mr. Akash Sethi	Individual	Promoter	75,150	60,87,150/-
Total				<b>75,150</b>	<b>60,87,150/-</b>

**RESOLVED FURTHER THAT** the 'Relevant Date' for determining the issue price of Equity Shares in accordance with Regulation 161 of the SEBI ICDR Regulations shall be dated Monday, 04<sup>th</sup> August, 2025, being the date 30 (thirty) days prior to the date of the Annual General Meeting ("AGM") held on Wednesday, 03<sup>rd</sup> September, 2025 to approve this preferential issue.

**"RESOLVED FURTHER THAT** aforesaid issue of the Equity Shares shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI ICDR Regulations including the following:

1. The Equity Shares will be listed and traded on the Stock Exchange(s), where the existing Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
2. The consideration for the Equity Shares shall be paid by the Proposed Allottee from his own bank account, in accordance with applicable provisions of the Act and SEBI ICDR Regulations.
3. The price of the Equity Shares shall be determined in accordance with Regulation 164 of the SEBI ICDR Regulations, and shall be subject to adjustment, if any, as permitted under the Applicable Laws.
4. The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
5. The Equity Shares shall be issued and allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of passing of the shareholder resolution, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any Regulatory Authority (including, but not limited to BSE Limited and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.



6. The entire pre-preferential equity shareholding of the Proposed Allottees, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
7. The Equity Shares to be offered/issued and allotted shall be subject to lock in for such period as provided under the provisions of Chapter V of SEBI ICDR Regulations.
8. The Equity Shares shall be allotted in dematerialized form only.
9. The Equity Shares to be allotted to the Proposed Allottee shall be listed on the Stock Exchanges where the existing Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
10. An amount equivalent to 100% of the total consideration for the Equity Shares shall be payable at the time of subscription to the Equity Shares, as prescribed under Regulation 169 of the SEBI (ICDR) Regulations.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable law, the Board be and is hereby authorized to record the name and details of the Proposed Allottee in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottee inviting them to subscribe to the Equity Shares in accordance with the provisions of the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept and make such modifications to the terms and conditions of the issue as may be required by the regulatory authorities or as it may deem fit, without requiring any further approval of the shareholders of the Company, subject to compliance with the applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to appoint such professionals and/or intermediaries, including external advisers, experts, legal advisers, managers, etc., to assist the Company, if required for the said preferential issue and finalize the terms and conditions of their appointment and sign and execute necessary letters, deeds, documents and agreements as may be required.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board and Company Secretary be and is hereby authorized on the behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation to vary, modify or alter any of the relevant terms and conditions attached to the equity shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares; making applications to the Stock Exchanges for obtaining in-principle approvals; listing of shares; filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities; filing of requisite documents with the depositories; resolve and settle any questions and difficulties that may arise in the preferential offer; issue and allotment of the equity shares; and to take all other steps which may be incidental, consequential, relevant



or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Board of the Company, and that the Board shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/ Chief Financial Officer/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing securities be and are hereby approved, ratified and confirmed in all respects.”

**6. ISSUANCE AND ALLOTMENT OF 2,25,450 FULLY CONVERTIBLE WARRANTS BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS TO A PERSONS BELONGING TO THE PROMOTER CATEGORY (“PREFERENTIAL ISSUE”)**

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

**“RESOLVED THAT** in accordance with 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”), read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) (“Act”), and subject to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, (“SEBI ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (“SEBI Takeover Regulations”), Foreign Exchange Management Act, 1999, as amended, (“FEMA”), and all subject to other applicable laws, rules, regulations, and guidelines of Securities and Exchange Board of India (“SEBI”), and/or BSE Limited (“BSE”) (“Stock Exchange”), where the equity shares of the company are listed, and in accordance with the applicable and enabling provisions of the Memorandum and Article of Association of the company and any other applicable laws, rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs (“MCA”), the SEBI, the Reserve Bank of India (“RBI”) or any other statutory or regulatory authority (hereinafter collectively referred to as “applicable laws”), in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to the approvals, consents, permissions and sanctions of the SEBI, Stock Exchange and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents,

permissions and/or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee which the Board may have constituted to exercise certain powers, including the powers, conferred by this resolution), the consent and approval of the members of the Company be and is hereby accorded to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with Chapter V of the SEBI ICDR Regulations, up to 2,25,450 (Two Lakhs Twenty Five Thousand Four Hundred Fifty) fully convertible Equity Warrants (hereinafter referred to as “Warrants”) at an exercise price of ₹81/- (Rupees Eighty One Only) per Warrant of the face value of ₹10/- (Rupees Ten only) (including a premium of ₹71/- (Rupees Seventy One Only) per Warrant) which is a price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, each convertible into one (1) equity share of face value of ₹10/- (Rupees Ten only) each (“Equity Shares”), aggregating to ₹1,82,61,450/- (Rupees One Crore Eighty Two Lakhs Sixty One Thousand Four Hundred Fifty Only), for cash, to following persons/entities (“Proposed Allottees”) as given in the below table on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI ICDR Regulations:

Sr. No.	Name of the Proposed Allottees	Type of Proposed Allottees	Category of Proposed Allottees	Maximum no. of Warrants to be offered	Consideration (in ₹)
1.	Akash Sethi	Individual	Promoter	2,25,450	1,82,61,450/-
Total				2,25,450	1,82,61,450/-

**RESOLVED FURTHER THAT** the ‘**Relevant Date**’ for determining the issue price of warrants in accordance with Regulation 161 of the SEBI ICDR Regulations shall be Monday, August 4<sup>th</sup>, dated, being the date 30 (thirty) days prior to the date of the Annual General Meeting (“AGM”) held on Wednesday, September 3<sup>rd</sup>, 2025 to approve this preferential issue.

**RESOLVED FURTHER THAT** the aforesaid issue of the Warrants shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI ICDR Regulations including the following:

1. The Proposed Allottee shall, on or before the allotment of Warrants, pay an amount equivalent to 25% (twenty-five percent) of the issue price per Warrant, as prescribed under Regulation 169(2) of the SEBI ICDR Regulations. The balance 75% (seventy-five percent) of the issue price per Warrant shall be payable by the Proposed Allottee at the time of exercising the right to convert the Warrants into equity shares of the Company.
2. The consideration for allotment of Warrants and/or Equity Shares arising out of the exercise of such Warrants shall be paid to the Company from the Bank account of the Proposed Allottee.



3. The Warrants shall be issued and allotted by the Company only in Dematerialized form within a period of 15 (fifteen) days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said Warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchanges and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchanges and/or Regulatory Authorities etc.
4. The Warrants shall be convertible into Equity Shares, in one or more tranches, within a period of 18 months from the date of allotment.
5. In case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.
6. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
7. Upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to the exercise of the Warrants is completed within 15 days from the date of such exercise by the Proposed Allottee of such warrants.
8. The resulting Equity Shares shall rank pari-passu with the existing fully paid-up Equity Shares of the Company including dividend and voting Rights etc.
9. The resulting Equity Shares will be listed and traded on the Stock Exchanges, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be. Warrants shall not be listed.
10. The entire pre-preferential allotment equity shareholding of the Proposed Allottee, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
11. The Warrants and/or equity shares to be offered/issued and allotted pursuant to the option attached to the Warrants shall be subject to lock-in for such period as provided under the provisions of Chapter V of the SEBI ICDR Regulations.
12. Warrants, so allotted under this resolution, shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted there under.



13. The Warrants by itself until converted into Equity Shares, does not give to the Warrant holder any rights (including any dividend or voting rights) in the Company in respect of such Equity Shares.
14. The convertible warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/realignment, right issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (LODR) Regulations and all other applicable regulations from time to time.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable law, the Board be and is hereby authorized to record the name and details of the Proposed Allottee in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottee inviting them to subscribe to the Warrants in accordance with the provisions of the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept and make such modifications to the terms and conditions of the issue as may be required by the regulatory authorities or as it may deem fit, without requiring any further approval of the shareholders of the Company, subject to compliance with the applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to appoint such professionals and/or intermediaries, including external advisers, experts, legal advisers, managers, etc., to assist the Company, if required for the said preferential issue and finalize the terms and conditions of their appointment and sign and execute necessary letters, deeds, documents and agreements as may be required.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board and Company Secretary be and is hereby authorized on the behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation to vary, modify or alter any of the relevant terms and conditions attached to the Warrants to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Warrants; making applications to the Stock Exchanges for obtaining in-principle approvals; listing of shares; filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities; filing of requisite documents with the depositories; resolve and settle any questions and difficulties that may arise in the preferential offer; issue and allotment of the Warrants; and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Board of the Company, and that the Board shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.



**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/ Chief Financial Officer/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

**“RESOLVED FURTHER THAT** all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing securities be and are hereby approved, ratified and confirmed in all respects.

**By the order of the Board of Directors of  
Shree Pacetronix Limited**

**PLACE:** Pithampur

**DATE:** 07<sup>th</sup> August, 2025

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**Rupali Ahire  
Company Secretary**

**Registered Office:**

Plot No. 15, Sector-II,  
Industrial Area, Pithampur,  
Dhar, M.P. - 454775



## NOTES:

1. The Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January, 15 2021 followed by SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May, 13 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circulars") have further allowed the Companies to conduct their Annual General Meeting (AGM), through Video Conferencing (VC) or any Other Audio Visual Means (OAVM), subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made there under, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is convening its 37<sup>th</sup> AGM through VC/OAVM, without the physical presence of the Members at a common venue. The Company has availed the facility of Central Depository Services (India) Limited [CDSL] for convening the 37<sup>th</sup> AGM through VC/OAVM, a detailed process in which the members can attend the AGM through VC/OAVM has been enumerated in Note number 30 of this Notice.
2. The attendance of the Members attending the Annual General Meeting through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013 (the Act).
3. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/ Guidance on applicability of Secretarial Standards - 1 and 2 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the route map is not annexed in this Notice.
4. In compliance with above MCA and SEBI Circulars have granted relaxations to the companies in dispatching physical copies of the financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the Financial Year ended 31<sup>st</sup> March, 2025 pursuant to Section 136 of the Act and Notice calling the Annual General Meeting pursuant to Section 101 of the Act read with the Rules framed there under, such statements including the Notice of AGM are being sent **only in electronic mode**, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent or Depository Participant/ Depository as on the cut-off date i.e. **Friday, 01<sup>st</sup> August, 2025**.



Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with Registrar and Share Transfer Agent by following due procedure.

5. For Members who have not registered their e-mail address and those members who have become the members of the Company after Friday, 01<sup>st</sup> August, 2025 being the cut-off date for sending soft copy of the Notice of 37<sup>th</sup> Annual General Meeting and Annual Report for the financial year 2024-2025, in Portable Document Format (PDF), will also be available on the Company's website [www.pacetronix.com](http://www.pacetronix.com), website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) and on website of stock exchange viz. [www.bseindia.com](http://www.bseindia.com). We also complied the Regulation 36 of SEBI (LODR) Regulations, 2015.
6. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a Proxy to attend and vote on his/her behalf and the Proxy need not be a Member of the Company. Since the 37<sup>th</sup> Annual General Meeting of the Company will be convened through VC/OAVM, where there will be no physical attendance of members, the requirement of appointment of proxies pursuant to the provisions of Section 105 of the Act has been dispensed. Accordingly, attendance slip and proxy form will not be annexed to this Notice.
7. Pursuant to the provisions of Sections 112 and 113 of the Act, body corporate/institutional members can authorize their representatives to attend the AGM through VC/OAVM and cast their votes through e-voting. Provided a certified copy (PDF) of the Board Resolution/authorization letter authorizing such representative to attend the Annual General Meeting of the Company through VC/ OAVM on its behalf and to vote through remote e-voting shall be sent to the Scrutinizer through the registered email address of the member(s) at [shraddhajain2204@gmail.com](mailto:shraddhajain2204@gmail.com) with a copy marked to the Company at [investors.spl@gmail.com](mailto:investors.spl@gmail.com).
8. Pursuant to provisions of Section 91 of the Companies Act, 2013, the Register of Members of the Company will remain closed during the period from Thursday, 28<sup>th</sup> Day of August, 2025 to Wednesday, 03<sup>rd</sup> Day of September, 2025 (both days inclusive) for the purpose of 37<sup>th</sup> Annual General Meeting.
9. M/s. S. R. Naredi & Co., Chartered Accountants, were appointed as Statutory Auditors of the Company at the 33<sup>rd</sup> Annual General Meeting held on 29<sup>th</sup> September, 2021 to hold office till the conclusion of the 38<sup>th</sup> Annual General Meeting to be held in the calendar year 2026. Pursuant to the Notification issued by the Ministry of Corporate Affairs on 7<sup>th</sup> May, 2018 amending section 139 of the Act and the Rules framed there under, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this Annual General Meeting.
10. **Dematerialization of physical shares:** On and from 1<sup>st</sup> April, 2019, requests for effecting transfer of securities are not processed unless the securities are held in the dematerialized form. In addition to that, as per the recent amendments to SEBI - LODR Regulations effective from January 24, 2022 and SEBI's Circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 and master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023, it has been mandated that listed companies shall henceforth issue the securities in dematerialized form only while processing the service requests for
  - (a) issue of duplicate securities certificate;



- (b) claim from Unclaimed Suspense Account;
- (c) Renewal/ Exchange of securities certificate;
- (d) Endorsement;
- (e) Sub-division/ Splitting of securities certificate;
- (f) Consolidation of securities certificates/folios;
- (g) Transmission, and
- (h) Transposition.

Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialization and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI. In accordance with the said Circular, our RTA shall verify and process the service requests and thereafter issue a 'Letter of confirmation' in lieu of physical securities certificate(s), to the securities holder/ claimant. Such 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/ claimant shall make a request to the Depository Participant for dematerializing the said securities.

- 11.** Members, who hold shares in multiple Demat accounts and those who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names, are advised to consolidate their holdings in single Demat account/ Folio. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 12.** SEBI vide. SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3<sup>rd</sup> November 2021, Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated 14<sup>th</sup> December 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16<sup>th</sup> March 2023 and 17<sup>th</sup> November, 2023 (now rescinded due to the issuance of the Master Circular for Registrar to an issue and Share Transfer Agent dates 07<sup>th</sup> May, 2024) has made it mandatory for all shareholders holding shares in physical form to furnish PAN,KYC and Nomination details to the Company / RTA:
  - a) PAN
  - b) Contact details, Postal address with PIN Code, Mobile number, E-mail address
  - c) Bank account details (bank name and branch, bank account number, IFSC code)
  - d) Specimen signature

For furnishing the above-mentioned details, shareholder must submit Form ISR-1 and/or ISR-2 in hard copy form to the company/ RTA. The forms are available on the website of the company as well as on the website of RTA

Shareholders can register their nomination details in Form SH-13 or they can choose to give declaration to opt out of Nomination by filing Form ISR-3.

In case of shareholder holding shares in physical form wishes to change the nominee or cancel the nomination then Form SH-14 needs to be filled.

The forms mentioned above are available on the website of the Company as well as on the website of RTA.



- 13.** The Company has timely sent individual letters to all the Shareholders holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination as per SEBI Circulars.
- 14.** Members who have still not registered/updated their e-mail address are requested to register/update at the earliest:
  - a) Members holding shares in physical mode and who have not registered/updated their e-mail address with the Company are requested to register/update their e-mail address by sending duly filled in Form ISR-1 (Form for registering PAN, KYC details or changes/updation thereof) to Ankit Consultancy Private Limited 60, Electronic Complex, Pardesipura, Indore (M.P.)-452010. Form ISR-1 is available on the website of the Company at <https://www.pacetronix.com/investor-corner/other-shareholders-information/> and the website of RTA at <https://www.ankitonline.com/documents.aspx>.
  - b) Members holding shares in dematerialized mode are requested to register/update their e-mail address with the relevant Depository Participants.
- 15.** Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA.
- 16.** For ease of conduct of Annual General Meeting, members who wish to ask questions/express their views on the items of the businesses to be transacted at the meeting are requested to write to the Company's investor email-id [investors.spl@gmail.com](mailto:investors.spl@gmail.com), at least 7 days before the date of the AGM, mentioning their name, demat account no./folio number, email ID, mobile number etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably.
- 17.** The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to Item Nos. 3, 4, 5 & 6 are annexed and forms part of the Notice.
- 18.** 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 during the AGM. The relevant documents, if any, referred to in the Notice of 37<sup>th</sup> AGM and the Annual Report will also be available for inspection electronically on request by a member of the Company up to the date of the 37<sup>th</sup> Annual General Meeting of the Company. Members seeking to inspect such documents can send an email to [investors.spl@gmail.com](mailto:investors.spl@gmail.com).
- 19.** Any person, who acquires shares of the Company and become member of the Company after mailing of the notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at [investor@ankitonline.com](mailto:investor@ankitonline.com).
- 20.** Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares at Ankit Consultancy Private Limited, 60 Pardeshipura, Electronic Complex, Indore (M.P.).



21. The Company has designated an exclusive e-mail ID i.e. [investors.spl@gmail.com](mailto:investors.spl@gmail.com) to enable the investors to register their complaints / send correspondence, if any for the purpose of Annual General Meeting.
22. Members who are entitled to participate in the Annual General Meeting can view the proceedings of AGM by logging in the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) using the login credentials.
23. The Company has appointed Mrs. Shraddha Jain, Practicing Company Secretary (Membership No. ACS-39488; CP No. 14717) to act as the scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the Annual General Meeting, in a fair and transparent manner.
24. The voting rights of Shareholders shall be in proportion of shares held by them to the total paid up equity shares of the company as on Wednesday, 27<sup>th</sup> August, 2025, being the cut-off date.
25. The Chairman shall at the Annual General Meeting at the end of discussion on the resolutions on which voting is to be held, allow e-voting to all those members who are present/logged in at the AGM but have not cast their votes by availing the remote e-voting facility.
26. A person who has acquired the shares and has become a member of the Company after dispatch of notice of AGM and prior to the Cut-off date i.e. Wednesday, 27<sup>th</sup> August, 2025, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting on the date of AGM by following the procedure mentioned in this Notice.
27. The procedure for joining the AGM through VC/OAVM is mentioned in this Notice.
28. Details as required in terms of Regulation 36 of the SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) in respect of the Director seeking appointment/re-appointment at the AGM, forms integral part of this Notice.
29. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings ("SS-2"), Regulation 44 of the SEBI Listing Regulations and relevant MCA Circulars, the facility for remote e-voting and e-voting in respect of the businesses to be transacted at the AGM is being provided by the Company through Central Depository Services (India) Limited ("CDSL"). Necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting and e-voting during the AGM.
30. **THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER**

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**



- (i) The voting period begins on Sunday, 31<sup>st</sup> August, 2025 from 09:00 A.M. and ends on Tuesday 02<sup>nd</sup> September, 2025 at 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, 27<sup>th</sup> August, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Master Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09<sup>th</sup> December, 2020 and SEBI/HO/CFD/POD2/CIR/P/2023/120 dated 11th July, 2023, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

### **Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09<sup>th</sup> December, 2020 and SEBI/HO/CFD/POD2/CIR/P/2023/120 dated 11th July, 2023 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the E-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>



	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>3) Visit the E-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for E-Voting facility. After Successful login, you will be able to see E-Voting option. Once you click on E-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see E-Voting feature. Click on company name or E-Voting service provider name and you will be redirected to E-Voting service provider website for casting your vote during the remote E-Voting period or joining virtual meeting &amp; voting during the meeting.</p>



**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
  - 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)



	<ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <SHREE PACETRONIX LIMITED> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investors.spl@gmail.com](mailto:investors.spl@gmail.com)(designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### **31. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE ANNUAL GENERAL MEETING THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.



7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**32. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company Email ID.:** [investors.spl@gmail.com](mailto:investors.spl@gmail.com) / **RTA email id.** [investor@ankitonline.com](mailto:investor@ankitonline.com)
2. For Demat shareholders- Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.



### 33. DECLARATION OF RESULTS:

- A. The scrutinizer shall, immediately after the conclusion of voting during the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, within 2 (two) working days of conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson of the Company or the person authorized by him, who shall countersign the same.
- B. Based on the scrutinizer's report, the Company will submit within 2(two) working days of the conclusion of the AGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations.
- C. The results declared along with the scrutinizer's report, will be hosted on the website of the Company at [www.pacetronix.com](http://www.pacetronix.com) and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com), immediately after the declaration of the result by the Chairperson or a person authorized by him in writing and communicated to the Stock Exchanges.
- D. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Wednesday, 03<sup>rd</sup> September, 2025 subject to receipt of the requisite number of votes in favour of the Resolutions.

**By the order of the Board of Directors of  
Shree Pacetronix Limited**

**PLACE:** Pithampur  
**DATE:** 07<sup>th</sup> August, 2025

**Rupali Ahire  
Company Secretary**

**Registered Office:**  
Plot No. 15, Sector-II,  
Industrial Area, Pithampur,  
Dhar, M.P. - 454775

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT IN TERMS OF SECTION 102(1) OF THE COMPANIES ACT, 2013

#### ITEM NO. 3

Appointment of **Mrs. Shraddha Jain**, Practicing Company Secretary, as Secretarial Auditors of the Company

Pursuant to the amended provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations) notified vide SEBI notification dated 12<sup>th</sup> December, 2024, the Audit Committee and the Board of Directors at their respective meetings held on 30<sup>th</sup> May, 2025 have approved and recommended the appointment of Mrs. Shraddha Jain, Practicing Company Secretary, Indore (Membership Number: 39488 and C.P. No.: 14717) (Peer Review No.: 1765\_2022) issued by the Institute of Company Secretaries of India] for a term of 5 consecutive years to hold office from 2025-26 until the financial year 2029-30, to hold office till conclusion of the Annual General Meeting to be held during the year 2030, on the following terms and conditions:

1. Term of appointment: For a term of 5 consecutive years from 2025-26 until the financial year 2029-30 till the conclusion of the Annual General Meeting to be held during the year 2030.
2. Proposed Fees: It is proposed to delegate powers to the Board of Directors to vary or modify the terms and conditions of appointment including the remuneration payable, subject to compliance with applicable laws, during the tenure of appointment.
3. Scope of Audit: The scope of audit shall be as prescribed under the LODR Regulations and the Companies Act, 2013, as may be amended from time to time
4. Basis of recommendation and credentials of Secretarial auditor:

The recommendations are based on the fulfilment of the eligibility criteria and qualification prescribed under the LODR Regulations read with guidelines issued by the Institute of Company Secretaries of India (ICSI), with regard to the experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.

**Mrs. Shraddha Jain**, is a practicing company secretary primarily engaged in providing secretarial audit, governance, compliance management services. She has experience in providing consulting services for reputed companies and handling the secretarial audits of listed entities. She holds a valid Peer Review Certificate No. 1765\_2022 issued by the Peer Review Board of the Institute of Company Secretaries of India (ICSI). The Board believes that **Mrs. Shraddha Jain** experience of conducting secretarial audit for listed companies and knowledge of the legal and regulatory



framework will be invaluable to the Company in ensuring continued adherence to compliance requirements under various applicable laws.

**Mrs. Shraddha Jain** have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be compliant with the requirements prescribed under the LODR Regulations and the guidelines issued by the ICSI and fulfils the eligibility requirements to issue report under Section 204 of the Companies Act, 2013 read with Rules made thereunder.

The Board recommends the proposal for appointment of **Mrs. Shraddha Jain** Practicing Company Secretary, as Secretarial Auditors, for approval of the Shareholders by way of an **Ordinary Resolution**.

#### **ITEM NO. 4**

Mr. Atul Kumar Sethi, aged about 63 years is Director of the Company since incorporation. He is serving in capacity of Managing Director of the Company and his tenure is expiring on 30<sup>th</sup> November, 2025 upon completion of 3 years of his appointment as Managing Director.

Mr. Atul Kumar Sethi is having more than 26 years of experience in industries and is acquainted with thorough knowledge of business of manufacturing and selling of medical devices. He is Master of Business Administration (MBA) in marketing by qualification.

The appointment has been recommended by the Nomination and Remuneration Committee and further the Board in its meeting held on Thursday, 07<sup>th</sup> August, 2025 approved the re-appointment of Mr. Atul Kumar Sethi as Managing Director of the Company (subject to the approval of Members in Annual General Meeting) for a further period of three (3) years commencing from 1<sup>st</sup> December, 2025 to 30<sup>th</sup> November 2028.

The disclosure under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided as a part of this Notice.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr. Atul Kumar Sethi and the terms and conditions of the appointment are given below:

- a. **Term of Appointment:** Three (3) years commencing from 1<sup>st</sup> December, 2025 to 30<sup>th</sup> November, 2028.
- b. **Nature of Duties:** As outlined in Section 166 of the Companies Act, 2013.
- c. **Basic Salary:** He shall be entitled for the salary subject to maximum limit upto 6,00,000/- (Indian Rupees Six Lacs only) per month. He shall be entitled for annual increment and variable pay as per growth and progress of the Company, which may be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee
- d. **Perquisites and allowances:** Following as per rules of the Company:



- i. Leave Travel Allowance
  - ii. House Rent Allowances
  - iii. Medical Allowances
  - iv. Provision for use of car with driver may be provided for official business and personal use. If used for personal use, it will be billed to him. If no car is provided, reimbursement of the conveyance shall be made as per actual on the basis of claims submitted by him.
  - v. Provision for telephone and internet may be provided at residence and personal calls will be billed to him.
- e. Provident Fund:** The Company will make suitable contribution towards Provident Fund, as per the rules of the Company.
- f. Gratuity:** As per rules of the Company.
- g. Retirement Benefits:** As per rules of the Company.
- h. Leave encashment:** Leaves will be provided as per rules of the Company including encashment of un-availed leave at the end of the tenure.
- i. Other Benefits:** Reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business will be provided.

The following additional information as required by schedule V to the Companies Act, 2013 is given below:

**I. General Information:**

- i. **Nature of Industry:** The Company is, inter alia, in the business of manufacturing & selling of different range of quality Implantable Cardiac Pacemakers.
- ii. **Date or expected date of commencement of commercial production:** The Company was incorporated on 11<sup>th</sup> January, 1988 and started manufacturing of Pacemakers in the year 1988.
- iii. **In case of new companies,** expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: **Not Applicable.**
- iv. **Financial performance (Standalone & Consolidated) based on given indicators –** As per Audited Financial Results for the year ended 31<sup>st</sup> March, 2025:

Particulars	Rs. in Hundred	
	Standalone	Consolidated
Gross Turnover & Other Income	1691914.06	1692464.08
Net profit as per Statement of Profit & Loss (After Tax)	75304	74994.63
Net Worth	1390807.15	1378216.78



- v. **Foreign investments or collaborators, if any:** Not Applicable. However, the company is having NRI & Overseas Body Corporate shareholding of 7,12,546 shares i.e. 19.80%

## II. Information about the appointee:

- i. **Background details:** Refer Explanatory Statement of Item No. 4.
- ii. **Past remuneration:** Rs. 5,00,000/- (Rupees Five Lakhs only) per month.
- iii. **Recognition or awards:** Nil.
- iv. **Job Profile and his suitability:** Mr. Atul Kumar Sethi is having more than 26 years of experience in industries and is acquainted with thorough knowledge of business of manufacturing and selling of medical devices. Taking into consideration his experience, commitment and capabilities he is best suitable for the responsibilities to be assigned under the said designation.
- v. **Remuneration proposed:** Refer Explanatory Statement of Item No. 4.
- vi. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** Taking into consideration the size of the Company, the profile of Mr. Atul Kumar Sethi and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.
- vii. **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:** Besides the remuneration proposed to be paid to him, the Executive Director does not have any other pecuniary relationship with the Company and Mr. Akash Sethi is son of Mr. Atul Kumar Sethi. Except them none of the Directors is related to him.

## III. Other Information:

1. **Inadequate Profits:** During the Financial Year, the Company has registered a Profit of Rs. 75,30,400/- during the year ended 31<sup>st</sup> March, 2025 which is inadequate for the payment of remuneration to the Directors. Hence the provisions of Section 197(3) and Schedule V are attracted. In terms of which, the required remuneration may be paid without the approval of Central Government only if the Conditions as specified under Schedule V is complied with.
2. **Reasons of loss or inadequate profits:** Company has registered a profit of Rs. 75,30,400/- during the year ended 31<sup>st</sup> March, 2025. However, it is not adequate for payment to directors because the health supply industry witnessed a slow growth rate due to certain government policies and control measures, also regulatory and compliance issues are getting more demanding which resulted in to the weak financial performance of the Company.
3. **Steps taken or proposed to be taken for improvement and Expected increase in the Productivity and profits in measurable terms:** The Company with an aim of improvement of the Company, increased productivity & profits for the Company working hard towards the same, hoping that government addresses major issues like pricing &



healthcare policies soon. The Company, its directors & its management are committed to widen its reach with both international and Indian companies. Your Company is geared for the future and also implementing its management skills and strategies for the better organic and inorganic growth of the company in a pattern which would result in minimizing the cost & expenses and yet producing exemplary quality & reliable products.

#### IV. **Disclosures:**

The information and Disclosures of the remuneration package of the Executive Director have been mentioned in the Annual Report in the Corporate Governance Report Section under the Heading “Remuneration paid to Executive Directors” for the year ended 31<sup>st</sup> March, 2025”.

Mr. Atul Kumar Sethi satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section 3 of section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of section 164 of the Act. Taking into consideration his experience, commitment and capabilities that are playing a crucial role in the growth of the Company, the Board of Directors feel that there is a need for a continuation of suitable plans and program and therefore, it is imminent that he should continue in the capacity of Managing Director.

Except Mr. Atul Kumar Sethi and Mr. Akash Sethi, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution. The Board recommends to pass Special resolution as set out in **Item No. 4** of the notice.

#### **ITEM NO. 5 AND 6**

**TO CONSIDER AND APPROVE THE ISSUE OF EQUITY SHARES AND FULLY CONVERTIBLE WARRANTS (COLLECTIVELY KNOWN AS “SECURITIES”) BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS TO A PERSON BELONGING TO THE PROMOTER.**

The following statement sets out all material facts relating to the Special Business set out at Item Nos. 5 and 6 of this Notice.

The Board of Directors of the Company (“**Board**”), at its meeting held on Thursday 07th August, 2025, considered and approved, subject to the approval of the members by way of a Special Resolution and subject to such other approvals as may be required, the proposal to issue and allot fully paid-up Equity Shares (“**Equity Shares**”) and Fully Convertible Warrants (“**Warrants**”) on a preferential basis, in one or more tranches, to the persons forming part of the Promoter Category (“**Proposed Allottees**”), for cash consideration, in the following manner:

1. **Up to 75,150 (Seventy Five Thousand One Hundred Fifty) Equity Shares** of the face value of ₹ 10/- (Rupees Ten only) each at an issue price of ₹81/- (Rupees Eighty One Only), including a premium of ₹71/- (Rupees Seventy One Only) per Equity Share, aggregating to ₹60,87,150/- (Rupees Sixty Lakhs Eighty Seven Thousand One Hundred Fifty Only );
2. **Up to 2,25,450 (Two Lakh Twenty-Five Thousand Four Hundred Fifty) Warrants**, each convertible into one Equity Share of face value of ₹10/- (Rupees Ten only) each, at an exercise



price of ₹81/- (Rupees Eighty-One Only) per Warrant, aggregating up to ₹1,82,61,450/- (Rupees One Crore Eighty-Two Lakhs Sixty-One Thousand Four Hundred Fifty Only), in the following series:

- **Series A Warrants:** Up to 75,150 (Seventy-Five Thousand One Hundred Fifty) Fully Convertible Warrants, each carrying a right exercisable by the warrant holder to subscribe to one (1) equity share of the face value of ₹10/- (Rupees Ten only) each against each Warrant at an exercise price of ₹81/- (Rupees Eighty One Only) per equity share (including a premium of ₹71 (Rupees Seventy One Only) per equity share, aggregating to ₹ 60,87,150/- (Rupees Sixty Lakhs Eighty Seven Thousand One Hundred Fifty Only) which may be exercised in one or more tranches, during the period commencing from the date of allotment of the Warrants until expiry of 9 (Nine) months from the date of allotment of the Warrants;
- **Series B Warrants:** Up to 1,50,300 (One Lakh Fifty Thousand Three Hundred) fully convertible equity warrants (“Warrants”) each carrying a right exercisable by the warrant holder to subscribe to one (1) equity share of the face value of ₹10/- (Rupees Ten only) each against each Warrant at an exercise price of ₹81 (Rupees Eighty One Only) per equity share (including a premium of ₹71/- (Rupees Seventy one Only) per equity share, aggregating to ₹ 1,21,74,300 (Rupees One Crore Twenty One Lakhs Seventy Four Thousand Three Hundred Only Only) which may be exercised in one or more tranches during the period commencing from the date of expiry of 9 (nine) months from the date of allotment of the warrants until expiry of 18 (Eighteen) months from the date of allotment of the warrants

The proposed preferential issue is being made in accordance with the provisions of Sections 23(1)(b), 42, and 62(1)(c) of the Companies Act, 2013 (the “Act”) read with applicable rules made thereunder including Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), and other applicable laws.

Since the proposed allotment would result in the Proposed Allottee(s) being allotted more than 5% of the post-issue fully diluted share capital of the Company the provisions of Regulation 166A of the SEBI ICDR Regulations are applicable. Accordingly, the Company has obtained a valuation report dated 07th August, 2025 from Mr. Rohit Khandelwal, an independent registered valuer (IBBI Registration No. IBBI/RV/03/2020/13235) to determine the fair value of the Equity Shares and Warrants proposed to be issued under the preferential allotment.

Further, in accordance with Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI SAST Regulations”), the Proposed Allottee(s), being part of the existing Promoter Group and classified as Acquirer(s), shall be required to make a mandatory open offer to the public shareholders of the Company to acquire up to 26% of the expanded voting share capital of the Company. However, since the Acquirer(s) are already part of the Promoter Group and in control of the Company, the proposed preferential issue and consequent open offer will not result in any change in control of the Company. The shareholding of the Acquirer(s) shall stand enhanced upon completion of the Preferential Issue and

Open Offer, in accordance with applicable provisions of the SEBI SAST Regulations and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”).

The Equity Shares to be allotted under the proposed preferential issue shall rank *pari-passu* in all respects, including dividend and voting rights, with the existing Equity Shares of the Company. The Equity Shares arising on exercise of the Warrants shall rank *pari-passu* upon conversion. The Warrants and Equity Shares allotted pursuant to the proposed resolution shall be subject to a **lock-in** as per the applicable provisions of the SEBI ICDR Regulations.

In accordance with the provisions of the Act and SEBI ICDR Regulations, approval of the shareholders of the Company is being sought by way of Special Resolutions for the Preferential Issue as detailed in the Resolutions at Item Nos. 5 and 6 of this Notice.

The relevant disclosures as required to be made in respect of the proposed preferential issue, in accordance with the provisions of Regulation 163(1) of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and BSE Circular No. 20221213-47 dated December 13, 2022, are set out below:

## 1. Objects of the Preferential Issue

Subject to the applicable law, the funds to be raised from the proposed issue of Equity shares will be utilized as under:

Sr. No.	Objectives of the proposed issue	Total estimated amount to be utilised for each of the Objects* (₹ in Lakhs)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds	
			FY 2025-26	FY 2026-27
1	Capital Expenditure for setting up / upgrading manufacturing facilities for pacemaker production including automation and adoption of cleanroom technology.	200.00	100.00	100.00
2	General Corporate Purpose	43.49	8.22	35.27
	Total	243.49	108.22	135.27

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable



laws and in accordance with applicable circulars issued by SEBI and/or Stock Exchange, from time to time.

Till such time the issue proceeds are fully utilized, the Company shall keep the same in bank deposits and/or other short terms funds deposits in scheduled commercial banks or any other investment as permitted under applicable laws and as may be decided by the Board of Directors of the Company.

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

## 2. Monitoring of Utilization of Funds

Since, the issue size does not exceed ₹100 Crore (Rupees One Hundred Crore), in accordance with Regulation 162A of the SEBI ICDR Regulations, the Company is not required to appoint a Credit Rating Agency, as the Monitoring Agency to oversee the use of proceeds from the Preferential Issue.

## 3. Kinds of securities offered and the price at which security is being offered, and the total/maximum number of securities to be issued.

These Special Resolutions authorize the Board of Directors of the Company to issue and allot, by way of preferential issue on a private placement basis, in one or more tranches and in compliance with the applicable provisions of the SEBI ICDR Regulations, the following securities: -

1. **Up to 75,150 (Seventy Five Thousand One Hundred Fifty) Equity Shares** of the face value of ₹ 10/- (Rupees Ten only) each at an issue price of ₹81/- (Rupees Eighty One Only), including a premium of ₹71/- per Equity Share, aggregating to ₹ 60,87,150/- (Rupees Sixty Lakhs Eighty Seven Thousand One Hundred Fifty Only Only);
2. **Up to 2,25,450 (Two Lakh Twenty-Five Thousand Four Hundred Fifty) Warrants**, each convertible into one Equity Share of face value of ₹10/- (Rupees Ten only) each, at an exercise price of ₹81/- (Rupees Eighty One only) per Warrant, aggregating up to ₹1,82,61,450/- (Rupees One Crore Eighty two Lakhs Sixty One Thousand Four Hundred Fifty only), in the following series:
  - **Series A Warrants:** Up to 75,150 (Seventy-Five Thousand One Hundred Fifty) Fully Convertible Warrants, each carrying a right exercisable by the warrant holder to subscribe to one (1) equity share of the face value of ₹10/- (Rupees Ten only) each against each Warrant at an exercise price of ₹81/- (Rupees Eighty One Only) per equity share (including a premium of ₹71 (Rupees Seventy One Only) per equity share, aggregating to ₹ 60,87,150/-



(Rupees Sixty Lakhs Eighty Seven Thousand One Hundred Fifty Only) which may be exercised in one or more tranches, during the period commencing from the date of allotment of the Warrants until expiry of 9 (Nine) months from the date of allotment of the Warrants;

- **Series B Warrants:** Up to 1,50,300 (One Lakh Fifty Thousand Three Hundred) fully convertible equity warrants (“Warrants”) each carrying a right exercisable by the warrant holder to subscribe to one (1) equity share of the face value of ₹10/- (Rupees Ten only) each against each Warrant at an exercise price of ₹81 (Rupees Eighty One Only) per equity share (including a premium of ₹71/- (Rupees Seventy one Only) per equity share, aggregating to ₹ 1,21,74,300 (Rupees One Crore Twenty One Lakhs Seventy Four Thousand Three Hundred Only Only) which may be exercised in one or more tranches during the period commencing from the date of expiry of 9 (nine) months from the date of allotment of the warrants until expiry of 18 (Eighteen) months from the date of allotment of the warrants

Further, no assets of the Company are charged as securities for the said preferential issue.

#### 4. Relevant Date

In terms of the provisions of Regulation 161 of the SEBI ICDR Regulations, the Relevant Date for the purpose of determining the floor price for the preferential allotment of Equity Shares and Convertible Warrants is Monday, 04<sup>th</sup> August, 2025, being the date 30 days prior to the date of AGM i.e., Wednesday, 03<sup>rd</sup> September, 2025.

#### 5. Basis on which the price has been arrived at and justification for the price (including premium), if any

The Equity Shares of the Company are listed on BSE Limited (“BSE”) and are frequently traded in terms of Regulation 164(5) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”).

In accordance with **Regulation 164(1)** of the SEBI ICDR Regulations, the minimum floor price for issuance of Equity Shares and Warrants to persons other than qualified institutional buyers shall be the higher of the following:

- a) the 90 trading days volume weighted average price (VWAP) of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- b) the 10 trading days volume weighted average price (VWAP) of the related equity shares quoted on a recognized stock exchange preceding the relevant date;

Provided that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for specified securities to be allotted pursuant to the preferential issue.

It is to be noted that nothing mentioned in the Articles of Association of the Company provides for a method of determination of floor price for Securities to be allotted under the preferential issue.

Further as per regulation 164(4)(a), a preferential issue of specified securities to qualified institutional buyers, not exceeding five in number, shall be made at a price not less than the 10 trading days volume weighted average prices of the related equity shares quoted on recognized Stock Exchange preceding the relevant date. – **Not Applicable**

In accordance with Regulation 166A of the SEBI ICDR Regulations, any preferential issue, which may result in the allotment of more than 5% of the post-issue fully diluted share capital of the company, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer, and consider the same for determining the price.

Accordingly, since the current issue was for the allotment of more than 5% of the post-issue fully diluted share capital of the issuer, the Company has obtained a valuation report dated August 7th, 2025, from Mr. Rohit Khandelwal, an independent registered valuer bearing IBBI Registration Number IBBI/RV/03/2020/13235, determining the fair value of the equity shares at ₹80.63/- (Rupees Eighty and Paise Sixty Three) per share (“Valuation Report”), which shall be available for inspection by the members at the Registered Office of the Company and also on the website of the Company at <https://www.pacetronix.com/>

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub-regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer, or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Accordingly, the floor price for the proposed preferential issue has been determined as the highest of the following:

- Floor price determined under Regulation 164(1), as mentioned above;
- Price determined under the Valuation Report from the independent registered valuer;

**Price details** are as follows:

- 90 trading days VWAP on BSE prior to the Relevant Date: ₹75.69/- (Rupees Seventy Five and Paise Sixty Nine Only)
- 10 trading days VWAP on BSE prior to the Relevant Date: ₹80.63/- (Rupees Eighty and Paise Sixty Three Only)
- Price as per Valuation Report under Regulation 166A(1): ₹80.63/- (Rupees Eighty and Paise Sixty Three) per share

Accordingly, the issue price fixed for Equity Shares & Warrants is ₹81/- (Rupees Eighty One only) per Equity Share/Warrant, including a premium of ₹71/- per Equity Share/Warrants;



The Company has also obtained a certificate from Mrs. Shraddha Jain Practicing Company Secretary, certifying compliance with the pricing requirements prescribed under Chapter V of the SEBI ICDR Regulations, which will be made available for inspection by the members at the Registered Office of the Company and also on the website of the Company at <https://www.pacetronix.com/>

**Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not Applicable

**Valuation for consideration other than cash:** Not Applicable

## 6. Amount which the Company intends to raise by way of securities.

The Company intends to raise up to a maximum of ₹2,43,48,600/- (Rupees Two Crore Forty Three Lakhs Forty Eight Thousand Six Hundred only) by way of issuance of up to 75,150 (Seventy Five Thousand One Hundred Fifty) Equity Shares and up to 2,25,450 (Two Lakh Twenty-Five Thousand Four Hundred Fifty) Warrants convertible in Equity Shares.

## 7. Pending preferential issue

Presently, there has been no preferential issue pending or in process except as proposed in this Notice.

## 8. Re-computation of Issue Price

The Company shall re-compute the issue price of the Securities, in terms of the provision of the SEBI ICDR Regulations, where it is required to do so; and that if any amount payable on account of the re-computation of issue price is not paid within the time stipulated in the SEBI ICDR Regulations, the Securities allotted by way of preferential issue shall continue to be locked- in till the time such amount is paid by the allottee(s).

## 9. Payment of Consideration:

### **Equity:**

In terms of the provisions of Regulation 169(1) of the SEBI ICDR Regulations, 100% consideration of Equity Shares shall be paid by the Proposed Allottees at the time of allotment of such Equity Shares. Accordingly, the entire consideration for Equity Shares is required to be paid to the Company at the time of allotment of Equity Shares to the Proposed Allottees.

The consideration for the Equity Shares shall be payable in cash and has to be paid by the Proposed Allottees from their respective bank accounts and in case of joint holders, shall be received from the bank account of the person whose name appears first in the application.

## Warrants:

In terms of the provisions of Regulation 169(2) of the SEBI ICDR Regulations, an amount equivalent to ₹21/- (Rupees Twenty One Only) per Warrant which is more than 25% (twenty-five per cent) of the of the price fixed per Warrant, will be payable at the time of subscription to the Warrants, which will be kept by the Company to be adjusted and appropriated against the issue price of the resulting Equity Shares.

The balance exercise price of Warrants equivalent to ₹60/- (Rupees Sixty Only) shall be payable by the Proposed Allottees at the time of exercising the Warrant.

In case the Warrant holders do not apply for the conversion of the outstanding Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Warrants, then the consideration paid upon each of the said outstanding Warrants shall be forfeited and all the rights attached to the Warrants shall lapse automatically.

## **10. Dues toward SEBI, Stock Exchange or Depositories:**

There are no outstanding dues of the Company payable towards SEBI, Stock Exchange or Depositories as on the date of this Notice.

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

The preferential issue of Securities is proposed to be made to the Proposed Allottees belonging to the Promoter Category which is given in detail in point 19.

## **12. Intention of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company to subscribe to the preferential issue.**

Except as given below, none of the Promoters, Directors or Key Managerial Personnel or Senior Management or their relatives intends to subscribe to any Securities under the preferential issue:

S. No.	Name of the Proposed Allottees	Relation with the Company	Nature of Security	Maximum no. of Securities to be offered
1.	Akash Sethi	Promoter	Equity Shares	75,150
			Warrants*	2,25,450
Total				3,00,600

*\*for details on conversion of Warrants, kindly refer to point no. 13 below.*

### 13. Proposed time frame within which the preferential issue shall be completed

#### **Equity:**

In terms of Regulation 170(1) of the SEBI ICDR Regulations, preferential allotment of Equity Shares to Proposed Allottees pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of special resolution.

Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, including but not limited to SEBI, Stock Exchanges, MCA, or the Government of India, the said period of 15 (fifteen) days shall be counted from the date of receipt of the last of such approvals, or such other time as may be permitted by SEBI or other competent authorities.

#### **Warrants:**

In terms of Regulation 170(1) of the SEBI ICDR Regulations, the initial allotment of the Warrants, comprising Series A Warrants and Series B Warrants, to Proposed Allottees pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of special resolutions.

Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, including but not limited to SEBI, Stock Exchanges, MCA, or the Government of India, the said period of 15 (fifteen) days shall be counted from the date of receipt of the last of such approvals, or such other time as may be permitted by SEBI or other competent authorities.

Proposed Allottees of Warrants shall be entitled to convert the same into an equal number of Equity Shares, in one or more tranches, within a period of eighteen (18) months from the date of allotment of the Warrants.

#### **Series A Warrants:**

Up to 75,150 (Seventy-Five Thousand One Hundred Fifty) Warrants, which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants and ending on the expiry of 9 (Nine) months from the date of such allotment.

In accordance with Regulation 162 of the SEBI ICDR Regulations, Equity Shares arising from the conversion of Series A Warrants shall be allotted within 15 (fifteen) days from the date of receipt of the notice of conversion along with the balance exercise price by the respective Warrant holder(s).

#### **Series B Warrants:**



Up to 1,50,300 (One Lakh Fifty Thousand Three Hundred) fully convertible equity warrants (“Warrants”) each carrying a right exercisable by the warrant holder to subscribe to one (1) equity share of the face value of ₹10/- (Rupees Ten only) each against each Warrant at an exercise price of ₹81 (Rupees Eighty One Only) per equity share (including a premium of ₹71/- (Rupees Seventy one Only) per equity share, aggregating to ₹1,21,74,300 (Rupees One Crore Twenty One Lakhs Seventy Four Thousand Three Hundred Only Only) which may be exercised in one or more tranches during the period commencing from the date of expiry of 9 (nine) months from the date of allotment of the warrants until expiry of 18 (Eighteen) months from the date of allotment of the warrants

Equity Shares arising from the conversion of Series B Warrants shall be allotted within 15 (fifteen) days from the date of receipt of the notice of conversion and payment of the balance exercise price by the Warrant holder(s), in accordance with Regulation 162 of the SEBI ICDR Regulations.

#### 14. Listing

The Company will make an application to the Stock Exchange on which the equity shares are listed, for listing of the aforementioned Equity Shares pursuant to the Preferential Issue. The above shares, once allotted, shall rank pari passu with the then existing Equity shares of the Company in all respects, including dividend.

The Company will make an application to the Stock Exchange on which the equity shares are listed, for listing of the Equity Shares that will be issued pursuant to the conversion of warrants issued in the Preferential Issue. And such equity shares, once allotted, shall rank pari passu with the then existing Equity shares of the Company in all respects, including dividend.

#### 15. Shareholding pattern of the Company before and after the preferential issue

The shareholding pattern of the Company before and after the proposed preferential issue is likely to be as follows:

Category	Pre-Issue Shareholding Structure		Securities to be Allotted <sup>1</sup>	Post-Issue Shareholding	
	No. of Shares	% of Shareholding		No. of Shares	% of Shareholding
(a) Individuals & HUF	8,72,756	24.25%	300,600	11,73,356	30.09%
(b) Bodies Corporate	-	-	-	-	-
<b>Sub Total (A1)</b>	<b>8,72,756</b>	<b>24.25%</b>	<b>300,600</b>	<b>11,73,356</b>	<b>30.09%</b>
(A2) Foreign	-	-	-	-	-
<b>Total Promoter shareholding A=A1+A2</b>	<b>8,72,756</b>	<b>24.25%</b>	<b>300,600</b>	<b>11,73,356</b>	<b>30.09%</b>
(B1) Institutions (Domestic)	-	-	-	-	-
(B2) Institutions (Foreign)	-	-	-	-	-

Category	Pre-Issue Shareholding Structure		Securities to be Allotted <sup>1</sup>	Post-Issue Shareholding	
	No. of Shares	% of Shareholding		No. of Shares	% of Shareholding
(B3) Central Government/ State Government(s)/ President of India	-	-	-	-	-
(a) Individuals	16,48,694	45.8	-	16,48,694	42.27
(b) Body Corporate	2,23,162	6.20	-	2,23,162	5.72
(c) Others (Including NRI)	8,54,788	23.75	-	8,54,788	21.92
<b>Sub Total (B4)</b>	<b>27,26,644</b>	<b>75.75</b>	<b>-</b>	<b>27,26,644</b>	<b>69.91</b>
<b>Total Public Shareholding B=B1+B2+B3+B4</b>	<b>27,26,644</b>	<b>75.75</b>	<b>-</b>	<b>27,26,644</b>	<b>69.91</b>
(C) Non-Promoter Non-Public Shareholding	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>35,99,400</b>	<b>100.00</b>	<b>3,00,600</b>	<b>39,00,000</b>	<b>100.00</b>

Notes:

1. The pre-issue shareholding pattern is as on 30th June, 2025.
2. The present issue of securities includes allotment of 75,150 Equity Shares and 2,25,450 Convertible Warrants.
3. The post issue shareholding is arrived at after assuming conversion of all Warrants to Equity Shares.

**16. Particulars of the Proposed Allottees and the identity of the natural persons who are the ultimate beneficial owners of the Securities 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 Issuer consequent to the preferential issue:**

Sr. No.	Names	PAN	Natural Persons who are the Ultimate Beneficial Owners (UBOs)	Pre-Preferential Holding(1)		No. of securities to be allotted(2)		Post-preferential holding & (%) (4)	
				No. of Shares	% of Holding	No. of Shares	% (3)	No. of Shares	% of Holding
1.	Akash Sethi	CVJPS9136F	Not Applicable	12,699	0.35	300,600	7.71	313,299	(8.03%)

1. The pre-issue shareholding pattern is as on 30<sup>th</sup> June, 2025.

- The present issue of securities includes allotment of 75,150 Equity Shares and 2,25,450 Convertible Warrants.*
- % of holding of the shares to be allotted are calculated based on post-preferential shareholding assuming allotment of Equity Shares and conversion. of 2,25,450 Warrants to Equity Shares.*
- The post issue shareholding is arrived at after assuming conversion of all Warrants to Equity Shares.*

There is no change in control pursuant to the allotment of the Securities.

## 17. Lock-in Period

The Equity Shares and Warrants to be issued and allotted on a preferential basis, as well as the Equity Shares arising upon conversion of such Warrants, shall be subject to lock-in in accordance with the provisions of Regulation 167 of the SEBI ICDR Regulations:

### 1. **Pre-Preferential Shareholding Lock-in:**

The entire pre-preferential shareholding of the Proposed Allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 (ninety) trading days from the date of trading approval for the Equity Shares or from the date of allotment of Warrants, as applicable, in accordance with Regulation 167(6) of the SEBI ICDR Regulations.

### 2. **Lock-in of Equity Shares to be Allotted:**

The Equity Shares proposed to be allotted on a preferential basis to Akash Sethi, forming part of the Promoter Group of the Company, shall be locked-in for a period of 18 (eighteen) months from the date of trading approval granted by the Stock Exchange(s), as per the applicable provisions of the SEBI ICDR Regulations.

### 3. **Lock-in of Warrants to be Allotted:**

The Warrants to be issued on a preferential basis shall be locked-in for a period of 1 (one) year from the date of allotment of such Warrants, in accordance with Regulation 167(1) of the SEBI ICDR Regulations.

### 4. **Lock-in of Equity Shares arising on Conversion of Warrants:**

The Equity Shares to be allotted upon conversion of Warrants shall be locked-in for a period of 18 (eighteen) months from the date of trading approval granted by the Stock Exchange, in accordance with Regulation 167(1) of the SEBI ICDR Regulations.

## 18. The current and proposed status of the Proposed Allottees post the preferential issues namely, promoter or non-promoter

S. No.	Name of Allottee	Current Status	Post Status
1.	Akash Sethi	Promoter	Promoter

## 19. Practicing Company Secretary's Certificate

A certificate from CS Shraddha Jain, (Membership No.: 39488 and C.P. No. 14717) (Peer Review No.: 1765\_2022) Practicing Company Secretary, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website at <https://www.pacetrnix.com/>

## 20. Valuation and justification for the allotment proposed to be made for consideration other than cash

Not applicable as the Company has not proposed to issue the Securities for consideration other than cash.

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

During the Financial Year 2025-26 no preferential allotment has been made

## 22. Principle terms of assets charged as securities

Not applicable

## 23. Material terms of raising such securities

All material terms have been set out above.

## 24. Valuation and Justification for the allotment proposed to be made for consideration other than cash : Not Applicable

## 25. Report of a registered valuer

The price of the Equity Shares has been determined taking into account the valuation report of a registered valuer, namely Mr. Rohit Khandelwal, Independent Registered Valuer (IBBI Registered Valuer No. IBBI/RV/03/2020/13235) having its office at SPARK HOUSE, 51, Scheme number 53, Vijay Nagar, Near Medanta Hospital, Indore (M.P.)

## 26. Undertakings

- (a) The Proposed Allottee has confirmed that he has not sold any Equity shares of the Company during the period of 6 (six) months preceding the Relevant Date.
- (b) The Proposed Allottee is not categorized as wilful defaulter(s) or fraudulent borrower or 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 Company, its Promoters or Directors are not categorized as wilful defaulter(s) or fraudulent borrower. Consequently, the disclosure required under Regulation 163(1)(i) if the SEBI ICDR Regulations is not applicable.
- (e) The Company, its Promoters or Directors are not fugitive economic offenders as defined under the SEBI ICDR Regulations.
- (f) The Company shall re-compute the price of the relevant securities to be allotted under the preferential issue in terms of the provisions of the SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required.
- (g) 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 by the Proposed Allottees.

In accordance with the provisions of Sections 23, 42 and 62 of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the Securities to Proposed Allottees is being sought by way of a Special Resolution as set out in the said Item No. 5 and 6 of the Notice.

The issue of the Warrants and Equity under the preferential issue would be within the enhanced Authorized Share Capital of the Company.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 5 and 6 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Except as mentioned in point 12 above, none of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out in Item No. 5 and 6 of this Notice.

**By the order of the Board of Directors of  
Shree Pacetronix Limited**

**PLACE:** Pithampur

**DATE:** 07th August, 2025

**Rupali Ahire  
Company Secretary**

**Registered Office:**

Plot No. 15, Sector-II,  
Industrial Area, Pithampur,  
Dhar, M.P. - 454775