

# piccadily

Date: 30/07/2024

To,  
The Chief General Manager  
Listing Operation,  
BSE Limited,  
20<sup>th</sup> Floor, P.J.Towers,  
Dalal Street,  
Mumbai – 400 001.

Dear Sir,

**Sub: Compliance of Regulation 30 of SEBI LODR (Listing Obligations and Disclosure Requirements), Regulations, 2015.**

**Reference: - Scrip Code- 530305**

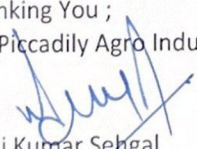
With reference to Subject matter, please find attached herewith copy of the Postal Ballot Notice sent to the members of the company as per following details

1. To issue and allotment of upto 6.72.041 (Six Lakhs Seventy Two Thousand and Forty One Only) Fully Convertible Warrants ("Warrants") and upto 31,45,146 (Thirty One Lakhs Forty Five Thousand One Hundred and Forty Six Only) compulsorily convertible debentures ("CCDs") to be issued on a preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements). Regulations. 2015.
2. Opening of E Voting as per following

EVEN (E-Voting Event Number)	129596
Commencement of remote e-voting	Wednesday, July 31, 2024, at 9:00 A.M(IST).
End of remote e-voting	Thursday, August 29, 2024, at 5:00 P.M(IST). (The e-voting module shall be disabled for voting thereafter)

3. Copy of Postal Ballot is attached

Thanking You ;  
For Piccadily Agro Industries Limited

  
Niraj Kumar Sehgal  
Company Secretary & Compliance Officer

**Piccadily Agro Industries Ltd.**

**CIN No. : L01115HR1994PLC032244**

**Registered Office :** Village Bhadson, Umri - Indri Road, Teh. Indri, Distt. Karnal, Haryana-132109 (India)

**Corporate Office :** SCO 51, 1st Floor, Sector 30-C, Near CSIO, Chandigarh-160030, Ph.: 0172-5083695

**Website :** www.picagro.com **Email :** piccadilygroup34@rediffmail.com

# PICCADILY AGRO INDUSTRIES LIMITED

CIN: L01115HR1994PLC032244 , Regd. Office: Village Bhadson, Umri-Indri Road, Teh: Indri, Distt Karnal ,Haryana-134109.  
Phone No. 0172-5083695 Website: [www.picagro.com](http://www.picagro.com); E-mail: [piccadilygroup34@rediffmail.com](mailto:piccadilygroup34@rediffmail.com)

## POSTAL BALLOT NOTICE

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India]

Notice is hereby given to the members of Piccadily Agro Industries Limited (the “**Company**”) that pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment(s) thereof and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, that the resolutions appended below are proposed to be passed by the members of the Company through postal ballot, only by means of remote electronic voting (“**remote e-voting**”).

The Ministry of Corporate Affairs, Government of India vide its General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 3/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022 and No. 9/2023 dated September 25, 2023 (the “**MCA Circulars**”), has advised the companies to take all decisions of urgent nature requiring the approval of members, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting, which requires physical presence of members at a common venue. Accordingly, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members and the Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members/records as received from Registrar and Share Transfer Agent and Depositories as on the cut-off date i.e. 26<sup>th</sup> July, 2024.

In compliance with Regulation 44 of the SEBI Listing Regulations read with Section 108 and 110 of the Act and rules made thereunder and the MCA Circulars, the Company has extended the facility of remote e-voting for its members through National Securities Depository Limited (“**NSDL**”), to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. Members whose names appear in the register of members/records as received from Registrar and Share Transfer Agent and Depositories as on the cut-off date i.e. 26<sup>th</sup> July, 2024 will be considered for the purpose of remote e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. In the case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote. The remote e-voting period commences on Wednesday, 31<sup>st</sup> July, 2024, at 9:00 a.m. and ends on Thursday, 29<sup>th</sup> August, 2024, at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The instructions for remote e-voting are appended to this Notice. This Notice is also available on the Company’s website at [www.picagro.com](http://www.picagro.com) website of stock exchange (BSE Limited) at [www.bseindia.com](http://www.bseindia.com) and website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

An explanatory statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons/ rationale thereof, is appended and forms part of this Notice.

The Board of Directors on 30<sup>th</sup> July, 2024, has appointed Mr. Prince Chadha (CP No. 12409), Practicing Company Secretary, as scrutinizer (the “**Scrutinizer**”) to conduct the postal ballot e-voting process in a fair and transparent manner.

The results of the remote e-voting conducted by postal ballot process along with the Scrutinizer’s Report will be made available on the website of the Company at [www.picagro.com](http://www.picagro.com) and website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall also be intimated to the stock exchange, where the shares of the Company are listed. The resolution, if passed with the requisite majority through postal ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e. 29<sup>th</sup> August, 2024. If a resolution is assented to by the requisite majority through postal ballot by means of remote e-voting, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

## **ITEM OF SPECIAL BUSINESSES REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT IS AS UNDER**

### **Special Business:**

- 1. To approve Preferential Issue/ Allotment of up to 6,72,041 Fully Convertible Warrants and 31,45,146 Compulsory Convertible Debentures at an Issue Price of Rs. 744/- each to certain investors, who are part of the Non-Promoter/Public Shareholder Category.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c), 71 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “**Companies Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, the Foreign Exchange Management Act, 1999, in each case as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with BSE Limited where the shares of the Company are listed (“**Stock Exchange**”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“**SEBI**”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India (“**RBI**”), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”) which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, up to:

- (a) 6,72,041 (Six Lakhs Seventy Two Thousand and Forty One Only) Fully Convertible Warrants (“**Warrants**”) each convertible into 1 (One) Equity Share of face value of Rs.**

10/- (Rupees Ten Only) each (the “Equity Shares”). The face value and issue price for each Warrant shall be Rs. 744/-, and

- (b) 31,45,146 (Thirty One Lakhs Forty Five Thousand One Hundred and Forty Six only) compulsorily convertible debentures (“CCDs”), each convertible into 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten Only) each (the “CCDs”). The face value and issue price for each CCD shall be Rs. 744/-;

to the following investors, who are public shareholders/ Non-Promoter group, on preferential basis, at an issue price of Rs. 744/- (Rupees Seven Hundred and Forty Four Only) each, which is the price higher than the price as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. 283,99,87,128/- (Rupees Two Hundred Eighty Three Crore Ninety Nine Lakhs Eighty Seven Thousand One Hundred and Twenty Eight only) for cash, on such further terms and conditions as detailed herein below to the below mentioned persons (“Proposed Allottees”):

Sr. No.	Name of the Proposed Allottees	Category	No. of Warrants
1	Neetika Jaipuria	Non-Promoter Group/Public Shareholder	2,95,698
2	Ruchirans Jaipuria	Non-Promoter Group/Public Shareholder	2,15,053
3	Ingenuity Designs LLP	Non-Promoter Group/Public Shareholder	1,61,290
	<b>Total No. of Warrants</b>		<b>6,72,041</b>

Sr. No.	Name of the Proposed Allottees	Category	No of CCDs
1	Authum Investment and Infrastructure Limited	Non-Promoter Group/Public Shareholder	4,03,225
2	Discovery Global Opportunity (Mauritius) Limited	Non-Promoter Group/Public Shareholder	3,49,462
3	Alchemy Capital Management Private Limited	Non-Promoter Group/Public Shareholder	2,68,817
4	Alchemy Emerging Leaders of Tomorrow	Non-Promoter Group/Public Shareholder	2,35,215
5	Lashit Sanghvi	Non-Promoter Group/Public Shareholder	2,15,053
6	Neha L Sanghvi	Non-Promoter Group/Public Shareholder	2,15,053
7	Ashwin Prakash Kedia	Non-Promoter Group/Public Shareholder	2,01,612
8	Nanesh Realtors LLP	Non-Promoter Group/Public Shareholder	2,01,612
9	Alchemy Long Term Ventures Fund	Non-Promoter Group/Public Shareholder	1,68,010
10	Alchemy Emerging Leaders of Tomorrow, Series 2	Non-Promoter Group/Public Shareholder	1,34,408
11	Alchemy Leaders of Tomorrow	Non-Promoter Group/Public Shareholder	1,34,408

12	Alchemy India Long Term Fund	Non-Promoter Group/Public Shareholder	1,34,408
13	Capri Global Holdings Private Limited	Non-Promoter Group/Public Shareholder	1,34,408
14	Shine Star Build Cap Pvt Limited	Non-Promoter Group/Public Shareholder	1,34,408
15	Deepika Sarin	Non-Promoter Group/Public Shareholder	53,763
16	Sridhar Gorthi	Non-Promoter Group/Public Shareholder	40,322
17	Ladderup Ventures LLP	Non-Promoter Group/Public Shareholder	26,881
18	Deepa Sondhi	Non-Promoter Group/Public Shareholder	26,881
19	Adinath Investments Private Limited	Non-Promoter Group/Public Shareholder	13,440
20	Amit Khanna	Non-Promoter Group/Public Shareholder	13,440
21	Shivani Agrawal	Non-Promoter Group/Public Shareholder	13,440
22	Rina Bharat Kaushal and Bharat Kaushal	Non-Promoter Group/Public Shareholder	13,440
23	Pooja Kapur	Non-Promoter Group/Public Shareholder	13,440
	<b>Total No. of CCDs</b>		<b>31,45,146</b>

**RESOLVED FURTHER THAT** the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Warrants and the CCDs proposed to be allotted to the above mentioned Proposed Allottees is 30<sup>th</sup> July 2024 (i.e. being the date, which is 30 days prior to the date of passing of this resolution being the last date of remote e-voting).

**RESOLVED FURTHER THAT** aforesaid issue of Warrants shall be subject to the following terms and conditions:

- a) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 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 Exchange(s), 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 Exchange(s) and/or Regulatory Authorities etc.
- b) The consideration for allotment of Warrants arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottees.
- c) Upon exercise of the option to convert the convertible Warrants within the tenure specified below, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the Proposed Allottees of such warrants.
- d) The Warrants itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants. However, warrants holders shall be entitled to any corporate action such as issuance of bonus

shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into Equity Shares. In terms of Regulation 166 of the SEBI (ICDR) Regulations, the price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid by the Warrant Holder.

- e) The Warrants and the resulting equity shares issued on the conversion of the Warrants will be listed and traded on the stock exchange, 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.
- f) The Proposed Allottees of the Warrants shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the issue price for the Warrants, which will be adjusted and appropriated against the issue price of the Equity Shares to be issued on the conversion of the Warrants. The balance 75% of the Warrant Issue Price shall be payable by the Warrant holder at the time of exercising the Warrants, which shall be no later than the expiry of 9 (nine) months from the date of subscription to the Warrants, failing which such Warrants shall be forfeited; and
- g) Each Warrant shall convert into 1 fully paid up Equity Share, having a face value of Rs. 10/- each. The conversion price for the Warrants shall be Rs. 744/- (Rupees Seven Hundred and Forty Four Only), i.e., the same as the issue price of the Warrants.
- h) Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations.
- i) In the event the Warrant Holder(s) do not exercise Warrants by making payment of the balance 75% of the issue price of the Warrants prior to the expiry of 9 (nine) months from the date of subscription to the Warrants, the Warrants shall lapse, and the amount paid shall stand forfeited by the Company.

**RESOLVED FURTHER THAT** aforesaid issue of CCDs shall be subject to the following terms and conditions:

- a) The consideration for allotment of CCDs shall be paid to the Company from the bank account of the Proposed Allottee(s).
- b) The CCDs shall bear a simple coupon rate of 10% (Ten Percent) per annum on principal amount of CCDs calculated on the basis of a 365 (three hundred sixty five) day year and the actual number of days elapsed from the date of allotment of the CCDs for no later than 12 months.
- c) The interest accrued on the CCDs shall be paid to the Investor, subject to applicable taxes, no later than the expiry of the 15<sup>th</sup> (fifteenth) working days from: (a) December 31, 2024; (b) March 31, 2025; (c) June 30, 2025; and (d) September 30, 2025 of each calendar year after the date of allotment of the CCDs.
- d) Each CCD shall convert into 1 fully paid up Equity Share, having a face value of Rs. 10/- each. The conversion price for the CCDs shall be Rs. 744/- (Rupees Seven Hundred and Forty Four Only), i.e., the same as the issue price of the CCDs.

- e) CCDs, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of the CCDs shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations;
- f) The CCDs and the resulting equity shares issued on the conversion of the CCDs will be listed and traded on the stock exchange, 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. The entire subscription amount for CCDs is to paid at the date of subscription.
- g) The CCDs shall be compulsorily converted into equity shares on the earlier of: (i) the Investor issuing a conversion notice to the Company; and (ii) the date of expiry of 12 (Twelve) months from the date of allotment of CCDs (“**Conversion Date**”).

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name(s) of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants & CCDs and a Private Placement Offer cum Application letter in Form No. PAS-4 be issued to the Proposed Allottees inviting it to subscribe to the Warrants & CCDs be and is hereby approved.

**RESOLVED FURTHER THAT** the Warrants & the CCDs be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the members, provided that where the allotment of the Warrants & CCDs shall be subject to receipt of any approval from any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer, issue, allotment, listing and to finalize and execute all deeds, documents and writings as may be necessary, proper, desirable or expedient as it may deem fit without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee constituted by Board of the Company or to any Director of the Company or to any other officer(s) or employee(s) of the Company or to any person, individual or firm as it may consider appropriate in order to give effect to this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

By the Order of Board of Directors

**For Piccadily Agro Industries Limited**

Sd/-

**Niraj Kumar Sehgal**  
**Company Secretary & Compliance Officer**

**Place: Gurugram**  
**Date: 30/07/2024**

Registered Office:  
Piccadily Agro Industries Limited,  
Village Bhadso – Umri – Indri Road,  
Tehsil Indri, District Karnal, Haryana - 132109

**Notes:**

1. Explanatory Statement pursuant to Section 102 and 110 of the Act, and any other applicable provisions of the Act, the Rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2), setting out material facts and reasons thereof for the proposed resolutions, forming part of the Notice, is annexed herewith.
2. In accordance with MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to all the Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on 26<sup>th</sup> July, 2024 (the “Cut-off date”) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, (“RTA”). Physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at [www.picagro.com](http://www.picagro.com) .The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) .
4. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 Listing Regulations read with SEBI circular on e-voting, dated December 9, 2020; SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of NSDL, the agency to provide e-voting facility. Members are requested to carefully read the instructions for e-voting that are provided as part of this Postal Ballot Notice before casting their vote.
5. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-off date i.e 26<sup>th</sup> July 2024. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes only through remote e-voting. A person who is not a member as on the Cut-off date should treat this notice for information purpose only.
6. The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, 31<sup>st</sup> July 2024, and ends at 5.00 p.m. (IST) on Thursday, 29<sup>th</sup> August 2024. During this period, Members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., 26<sup>th</sup> July 2024 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after 29<sup>th</sup> August 2024 (5:00 PM IST). Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.
7. Physical copies of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in line with the exemption provided in the MCA circulars.
8. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e., 29<sup>th</sup> August 2024.

9. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him, after completion of the scrutiny of the votes casted electronically. The result of the Postal Ballot through remote e-voting process shall be announced not later than two working days from the conclusion of the e-voting and the resolution will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution.
10. The voting results along with Scrutinizer's report would be published on the website of the Company i.e. [www.picagro.com](http://www.picagro.com) and will be communicated to the Stock Exchange where the Company's shares are listed i.e., BSE Limited.
11. Members are requested to intimate about change in their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to the Company's Registrar and Share Transfer Agent, M/S MAS Services Limited, Address: T-34, 2<sup>nd</sup> Floor, Okhla Industrial Area, Phase-1, New Delhi, Email: [info@masserv.com](mailto:info@masserv.com) in case the shares are held in physical form and to the Depository Participant (DP) in case the shares are held in electronic form.
12. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer by e-mail to [prince.chadha88@gmail.com](mailto:prince.chadha88@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com)

#### **PROCEDURE FOR REMOTE E-VOTING**

- a. The remote e-voting period commences from 9.00 a.m. (IST) on 31<sup>st</sup> July 2024, and ends at 5.00 p.m. (IST) on 29<sup>th</sup> August 2024. During this period, the Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-Off Date of 26<sup>th</sup> July 2024, 2024 may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter. Once the vote on the resolution is cast by member, he/she shall not be allowed to change it subsequently or cast the vote again.
- b. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 and under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. Individual shareholders holding securities in demat mode are allowed to vote through their demat account(s) maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility.
- c. 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.
- d. 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.

#### **THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING:**

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 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 aforesaid SEBI Circular, login method for remote e-voting for Individual shareholders holding securities in mode with CDSL / NSDL is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with CDSL</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 Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by</li> </ol>

	<p>company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

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

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

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

**Step 2: Cast your vote electronically on NSDL e-Voting system.  
How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [prince.chadha88@gmail.com](mailto:prince.chadha88@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com).

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

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

By the Order of Board of Directors  
**For Piccadily Agro Industries Limited**

Sd/-

**Niraj Kumar Sehgal**  
**Company Secretary & Compliance Officer**

**Place: Gurugram**  
**Date: 30/07/2024**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES RELATED THERETO**

**Item No: 1**

The Special Resolution contained in Item No.1 of the notice, has been proposed pursuant to the provisions of Sections 42, 62 & 71 of the Companies Act, 2013, to issue and allot up to

- (a) 6,72,041 (Six Lakhs Seventy Two Thousand and Forty One Only) Fully Convertible Warrants (“**Warrants**”) carrying a right exercisable by the Warrant holder to subscribe to one Equity Share of face value of Rs. 10/- each per Warrant to persons belonging to Non- Promoter Group on preferential basis at an issue price of 744/- (Rupees Seven Hundred and Forty Four Only) which is a price higher than the price as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. 49,99,98,504 (Rupees Forty Nine Crore Ninety Nine Lakhs Ninety Eight Thousand Five Hundred and Four Only) for cash; and
- (b) 31,45,146 (Thirty One Lakhs Forty Five Thousand One Hundred and Forty Six Only) compulsorily convertible debentures (“**CCDs**”) carrying a right exercisable by the CCD holder to subscribe to one Equity Share of face value of Rs. 10/- each per CCDs to persons belonging to Non- Promoter Group on preferential basis at an issue price of Rs.744/- (Rupees Seven Hundred and Forty Four Only) which is a price higher than the price as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. 233,99,88,624 (Rupees Two Hundred Thirty Three Crore Ninety Nine Lakhs Eighty Eight Thousand Six Hundred and Twenty Four Only) for cash.

The proposed Preferential Issue is to be issued to Non-Promoters/public shareholders, as per the details disclosed in the respective resolution. The pre and post allotment shareholding of the Company is set out in Annexure- 1 hereto.

The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on 30<sup>th</sup> July 2024. The approval of the members is accordingly being sought by way of passing a ‘Special Resolution’ under Sections 42, 62(1)(c) and 71 of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations, 2018 for Item No. 1 of the Notice. The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, with respect to the additional disclosures for objects of the issue and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

**I Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price.**

The Board of Directors at its meeting held on 30<sup>th</sup> July 2024 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of up to 6,72,041 (Six Lakhs Seventy Two Thousand and Forty One Only) fully convertible Warrants (“**Warrants**”) at an issue price of Rs. 744/- each (Rupees Seven Hundred and Forty Four Only) for an aggregate amount of up to Rs. 49,99,98,504 (Rupees Forty Nine Crore Ninety Nine Lakhs Ninety Eight Thousand Five Hundred and Four Only) for cash, and 31,45,146 (Thirty One Lakhs Forty Five Thousand One Hundred and Forty Six only) Compulsorily Convertible Debentures (“**CCDs**”) with a coupon rate of 10% per annum at an issue price of Rs. 744/- each (Rupees Seven Hundred and Forty Four Only) for an aggregate amount of up to Rs. 233,99,88,624 (Rupees Two Hundred Thirty Three Crore Ninety Nine Lakhs Eighty Eight

Thousand Six Hundred and Twenty Four Only) for cash (“Issue Proceeds”) by way of a preferential issue to the ‘Non-Promoter Category’.

## **II 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. The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and BSE Limited, being the only Stock Exchange where the Equity Shares of the Company are traded, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In case of the frequently traded shares, as per Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, a minimum issue price of the Equity Shares/ Convertible Warrants in preferential issues has to be calculated as:

- (a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date;
- (b) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date; whichever is higher.

In terms of the provisions of Regulation 164(1) of the SEBI ICDR Regulations, the minimum price at which the Warrants and the CCDs may be issued computes to Rs. 743.54/- each. Further, method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.

Further as per the Regulation 166 (2) of the SEBI (ICDR) Regulations, 2018, the effect on the price of the equity shares of the issuer due to material price movement and confirmation of reported event or information may be excluded as per the framework specified under sub-regulation (11) of regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for determination of the price for a preferential issue in accordance with regulations 164, 164A, 164B or 165 of these regulations. In this regard according to the circular No SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/51 dated 21st May 2024, the framework for considering unaffected price shall be applicable to top 100 listed entities with effect from 1st June, 2024. Since, the Company is not in top 100 listed entities as on the Valuation Date, the aforesaid circular is not applicable in this case.

In view of the above, the Board of the Company decided to issue these securities to be allotted on preferential basis to the Proposed Allottees at Rs. 744/- (Rupees Seven Hundred and Forty Four Only) being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

## **III Amount which the company intends to raise by way of such securities.**

Aggregate amount of up to Rs. 283,99,87,128/- (Rupees Two Hundred Eighty Three Crore Ninety Nine Lakhs Eighty Seven Thousand One Hundred and Twenty Eight only) for cash.

## **IV Relevant Date**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the 'Relevant Date', for the purpose of determining the minimum issue price of the Warrants and the CCDs proposed to be allotted to the above mentioned Proposed Allottees is 30<sup>th</sup> July 2024 (i.e. being the date, which is 30 days prior to the date of passing of this resolution being the last date of remote e-voting i.e. 29<sup>th</sup> August 2024).

## **V Objects of the Preferential Issue**

The Company intends to utilize the proceeds raised through the Preferential Issue (“**Issue Proceeds**”) towards the following objects:

1. **Expansion of business** – For setting up new and/or expansion of existing manufacturing plant, capital expenditure on plant, equipment, bottling and packing facility, setting up warehousing infrastructure, and purchase of barrels.
2. **Long Term Working Capital Requirement** - Issue Proceeds will be utilized in the long term working capital requirements of the Company.
3. **General Corporate Purpose** - Up to 25% (Twenty Five Percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company and/ or any other general purposes as may be permissible under applicable laws.

#### **Utilization of Issue Proceeds**

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out herein below:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Total estimated amount to be utilised for each of the Objects* (Rs. In crore)</b>	<b>Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds</b>
1.	Expansion of business	134.00	24 months
2.	Long Term Working Capital Requirement	90.00	24 months
3.	General Corporate Purpose	59.99	24 months
<b>Total</b>		<b>283.99</b>	

\*Considering 100% conversion of Warrants and CCDs into equity shares within the stipulated time.

Given that the Preferential Issue is for the Warrants and CCDs, the entire Issue Proceeds proposed to be received from the Proposed Allottee(s) would be utilized for all the aforementioned Objects, in phases, as per the Company’s business requirements and availability of Issue Proceeds, within 24 months from the date of receipt of funds.

In terms of the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of 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 to the proposed utilization of the Issue Proceeds at the discretion of the Board, subject to compliance 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.

#### **Interim Use of Issue Proceeds**

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

**VI Monitoring of Utilization of Funds**

Since the proceeds from this preferential issue is more than ₹100 Crores, in terms of Regulation 162A of Chapter V of SEBI (ICDR) Regulations, 2018 a SEBI registered external credit rating agency ICRA Limited has been appointed as Monitoring Agency to monitor the use of the Issue Proceeds.

**VII Principal terms of Assets charged as securities: Not Applicable.**

**VIII Material terms of raising such securities**

The same has been disclosed in the respective resolution.

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

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

**XI The intent of the promoters, directors or key management personnel or senior management of the issuer to subscribe to the offer:**

None of the promoters, promoter group, directors or key management personnel or senior management of the Company are subscribing to the issue to the extent of number of Warrants and CCDs proposed to be issued

All the proposed allottees belongs to 'Non-Promoter Category'.

**XII The Shareholding Pattern of the issuer before and after the preferential issue.**

The Shareholding Pattern of the issuer before and after the preferential issue is attached as **Annexure-A**.

**XIII Proposed time limit within which the allotment shall be completed:**

In terms of SEBI ICDR Regulations, the preferential allotment of said Warrants and CCDs 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 pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock exchange(s) or other concerned authorities.

**XIV Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

No new preferential issue was proposed during the financial year.

**XV Lock-in Period:**

- a) The Warrants and CCDs to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.

- b) The Resulting Equity Shares shall be locked in as per the applicable provisions of the SEBI (ICDR) Regulations, 2018.
- c) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

#### **XVI Pending Preferential Issue**

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

#### **XVII Payment of Consideration:**

- a) In terms of the provisions of Regulation 169(2) of the SEBI (ICDR) Regulations, 2018; an amount equivalent to at least 25% of the total consideration for the Convertible Warrants will be payable at the time of subscription to the Convertible Warrants, which will be adjusted and appropriated against the issue price of the Resulting Equity Shares if applicable.  
A Convertible Warrant balance exercise price equivalent to the 75% of the issue price shall be, at the option of the allottee, payable by the Proposed Allottees at the time of exercising the Convertible Warrant. In case the Warrant holder do not apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 9 (nine) months from the date of allotment of the Convertible Warrants, then the consideration paid upon each of the said outstanding Convertible Warrants shall be forfeited and all the rights attached to the Convertible Warrants shall lapse automatically.
- b) The entire issue price of the CCDs shall be paid upfront prior to the allotment of the CCDs to the Proposed Allottees.

#### **XVIII Undertakings:**

- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- The Company shall re-compute the price of the Warrants and/or the CCDs and/or the number of Equity Shares to be allotted on exercise of the Warrants and/or the CCDs, in terms of the provision of Regulation 166 of the ICDR Regulations or any other applicable laws, where it is required to do so. The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder and the CCDs shall continue to be locked- in till the time such amount is paid by the holders of the CCDs.
- The Company is and post preferential issue, would be in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange, where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by SEBI.

#### **XIX Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower.**

None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the disclosure required under Regulation 163(1)(i) is not applicable.

**XX The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:**

Sl. No.	Proposed Allottees	Current Status of Proposed Allottees	Post Allotment Status of Proposed Allottees
1	Authum Investment and Infrastructure Limited	Non-Promoter Group/Public Shareholder	Non-Promoter Group/Public Shareholder
2	Discovery Global Opportunity (Mauritius) Limited	Non-Promoter Group/Public Shareholder	Non-Promoter Group/Public Shareholder
3	Alchemy Capital Management Private Limited	Non-Promoter Group/Public Shareholder	Non-Promoter Group/Public Shareholder
4	Alchemy Emerging Leaders of Tomorrow	Non-Promoter Group/Public Shareholder	Non-Promoter Group/Public Shareholder
5	Lashit Sanghvi	Non-Promoter Group/Public Shareholder	Non-Promoter Group/Public Shareholder
6	Neha L Sanghvi	Non-Promoter Group/Public Shareholder	Non-Promoter Group/Public Shareholder
7	Ashwin Prakash Kedia	Non-Promoter Group/Public Shareholder	Non-Promoter Group/Public Shareholder
8	Nanesh Realtors LLP	Non-Promoter Group/Public Shareholder	Non-Promoter Group/Public Shareholder
9	Alchemy Long Term Ventures Fund	Non-Promoter Group/Public Shareholder	Non-Promoter Group/Public Shareholder
10	Alchemy Emerging Leaders of Tomorrow, Series 2	Non-Promoter Group/Public Shareholder	Non-Promoter Group/Public Shareholder
11	Alchemy Leaders of Tomorrow	Non-Promoter Group/Public Shareholder	Non-Promoter Group/Public Shareholder
12	Alchemy India Long Term Fund	Non-Promoter Group/Public Shareholder	Non-Promoter Group/Public Shareholder
13	Capri Global Holdings Private Limited	Non-Promoter Group/Public Shareholder	Non-Promoter Group/Public Shareholder

14	Shine Star Build Cap Pvt Limited	Non-Promoter Group/Public Shareholder	Non-Promoter Group/Public Shareholder
15	Deepika Sarin	Non-Promoter Group/Public Shareholder	Non-Promoter Group/Public Shareholder
16	Sridhar Gorthi	Non-Promoter Group/Public Shareholder	Non-Promoter Group/Public Shareholder
17	Ladderup Ventures LLP	Non-Promoter Group/Public Shareholder	Non-Promoter Group/Public Shareholder
18	Deepa Sondhi	Non-Promoter Group/Public Shareholder	Non-Promoter Group/Public Shareholder
19	Adinath Investments Private Limited	Non-Promoter Group/Public Shareholder	Non-Promoter Group/Public Shareholder
20	Amit Khanna	Non-Promoter Group/Public Shareholder	Non-Promoter Group/Public Shareholder
21	Shivani Agrawal	Non-Promoter Group/Public Shareholder	Non-Promoter Group/Public Shareholder
22	Rina Bharat Kaushal and Bharat Kaushal	Non-Promoter Group/Public Shareholder	Non-Promoter Group/Public Shareholder
23	Pooja Kapur	Non-Promoter Group/Public Shareholder	Non-Promoter Group/Public Shareholder
24	Neetika Jaipuria	Non-Promoter Group/Public Shareholder	Non-Promoter Group/Public Shareholder
25	Ruchirans Jaipuria	Non-Promoter Group/Public Shareholder	Non-Promoter Group/Public Shareholder
26	Ingenuity Designs LLP	Non-Promoter Group/Public Shareholder	Non-Promoter Group/Public Shareholder

**XXI PCS Certificate:**

The certificate from P Chadha and Associates, Prince Chadha, (Membership No – 32856), certifying that the preferential issue of Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue.

The copy of said certificate may be accessed on the Company's website [www.picagro.com](http://www.picagro.com)

**XXII Dues toward SEBI, Stock Exchange(s) or Depositories:**

There are no outstanding dues of the Company payable to SEBI, Stock Exchange or Depositories.

**XXIII Change in control, if any, upon preferential issue:**

Consequent to the proposed preferential issue of Convertible Warrants and the CCDs/ Resulting Equity Shares; there shall not be any change in control or change in management of the Company. The preferential issue shall not attract an obligation to make an open offer for shares of the Company under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

**Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.**

The above preferential allotment is proposed for Non- Promoter Category. None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 1 of this Notice except to the extent of their respective shareholding in the Company, if any. In accordance with the provisions of Sections 42, 62 and 71 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the Convertible Warrants and CCDs to persons belonging to the Non-Promoter Category, is being sought by way of a “Special Resolution” as set out in the said item no. 1 of the Notice. The Board of Directors recommends the resolutions as set out in Item No. 1 of this notice for the issue of Equity Shares on a preferential basis, to the Proposed Allottees by way of Special Resolution.

**XXIV Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees and the percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue.#**

Sr. No.	Name of the Proposed Allottees and Status	Name of the ultimate beneficial owner	Pre-issue Holding		Shareholding post exercise of Warrants and CCDs (Assuming full allotment of equity shares pursuant to conversion of Warrants and CCDs)	
			No. of Equity Shares	% of Holdings	No. of Equity Shares	% of Holdings
<b>Warrants</b>						
1	Neetika Jaipuria	Not Applicable	Nil	Nil	2,95,698	0.30%
2	Ruchirans Jaipuria	Not Applicable	Nil	Nil	2,15,053	0.22%
3	Ingenuity Designs LLP	Preetika Swarup	Nil	Nil	1,61,290	0.16%
<b>CCDs</b>						

1	Authum Investment and Infrastructure Limited	Alpana Dangi	Nil	Nil	4,03,225	0.41%
2	Discovery Global Opportunity (Mauritius) Limited	Robert K. Citrone	Nil	Nil	3,49,462	0.36%
3	Alchemy Capital Management Private Limited	Rekha Jhunjunwala	Nil	Nil	2,68,817	0.27%
4	Alchemy Emerging Leaders of Tomorrow	Hiren Ved	Nil	Nil	2,35,215	0.24%
5	Lashit Sanghvi	Not Applicable	Nil	Nil	2,15,053	0.22%
6	Neha L Sanghvi	Not Applicable	Nil	Nil	2,15,053	0.22%
7	Ashwin Prakash Kedia	Not Applicable	1,50,844	0.16%	3,52,456	0.36%
8	Nanesh Realtors LLP	Prashant Jain	Nil	Nil	2,01,612	0.21%
9	Alchemy Long Term Ventures Fund	Hiren Ved	Nil	Nil	1,68,010	0.17%
10	Alchemy Emerging Leaders of Tomorrow, Series 2	Hiren Ved	Nil	Nil	1,34,408	0.14%
11	Alchemy Leaders of Tomorrow	Hiren Ved	Nil	Nil	1,34,408	0.14%
12	Alchemy India Long Term Fund	Hiren Ved	Nil	Nil	1,34,408	0.14%
13	Capri Global Holdings Private Limited	Rajesh Sharma	Nil	Nil	1,34,408	0.14%
14	Shine Star Build Cap Pvt Limited	Anju Goel	Nil	Nil	1,34,408	0.14%
15	Deepika Sarin	Not Applicable	Nil	Nil	53,763	0.05%
16	Sridhar Gorthi	Not Applicable	Nil	Nil	40,322	0.04%
17	Ladderup Ventures LLP	Usha Goyal	Nil	Nil	26,881	0.03%
18	Deepa Sondhi	Not Applicable	Nil	Nil	26,881	0.03%

19	Adinath Investments Private Limited	Lata Jain	Nil	Nil	13,440	0.01%
20	Amit Khanna	Not Applicable	Nil	Nil	13,440	0.01%
21	Shivani Agrawal	Not Applicable	Nil	Nil	13,440	0.01%
22	Rina Bharat Kaushal and Bharat Kaushal	Not Applicable	Nil	Nil	13,440	0.01%
23	Pooja Kapur	Not Applicable	3,600	0.00%	17,040	0.02%

#The names of the ultimate beneficial owner have been identified pursuant to applicable SEBI Circulars issued on identification of beneficial ownership.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. The Board recommends the resolution as set out in the accompanying notice for the approval of members as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company, including their relatives are in, anyway, concerned or interested, in the above resolution.

## Annexure A

The shareholding pattern of the Company before the proposed issue and after the proposed issue of Securities in the form of Warrants and CCDs is as follows (assuming 100% conversion of Warrants & CCDs):

Category of Shareholder	Pre Issue		Post Issue	
	No. of Equity Shares	%	No. of Equity Shares	%
<b>(A) Promoter &amp; Promoter Group</b>				
1. Indian				
Individuals/ Hindu Undivided Family	2,16,40,716	22.94	2,16,40,716	22.05
Bodies Corporate	4,53,11,980	48.03	4,53,11,980	46.16
<b>Sub Total (A)(1)</b>	<b>6,69,52,696</b>	<b>70.97</b>	<b>6,69,52,696</b>	<b>68.21</b>
2. Foreign	-	-	-	
<b>Sub Total (A)(2)</b>	<b>-</b>	<b>-</b>		
<b>Sub Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>6,69,52,696</b>	<b>70.97</b>	<b>6,69,52,696</b>	<b>68.21</b>
<b>(B) Public Shareholding</b>				
1. Non-institutions	-	-	-	-
a) Individuals -	<b>2,00,98,184</b>	<b>21.30</b>	<b>2,14,15,739</b>	<b>21.82</b>
i. Individual shareholders holding nominal share capital up to Rs. 2 lakh.	1,51,73,944	16.08	1,52,27,704	15.51
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	49,24,240	5.22	61,87,675	6.30
i. Any Other (Specify)	24,351	0.03	24,351	0.02
ii. Bodies Corporate	8,59,210	0.91	22,03,291	2.24
iii. Non Resident Indians (NRIs)	10,06,664	1.07	10,06,664	1.03
<b>Sub-Total (B)(1)</b>	<b>2,19,88,409</b>	<b>23.31</b>	<b>2,46,49,685</b>	<b>25.11</b>
2. Institutions				
i. Alternate Investment Funds	93,371	0.10	7,65,412	0.78
ii. Foreign Portfolio Investors Category I	1,54,096	0.16	6,37,966	0.65
iii. Foreign Portfolio Investors Category II	5,514	0.01	5,514	0.01
iv. Investor Education and Protection Fund (IEPF)	51,45,194	5.45	51,45,194	5.24

<b>Sub-Total (B)(2)</b>	<b>53,98,175</b>	<b>5.72</b>	<b>65,54,086</b>	<b>6.68</b>
<b>Sub Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>2,73,86,584</b>	<b>29.03</b>	<b>3,12,03,771</b>	<b>31.79</b>
Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-
<b>Sub Total (C)</b>	-	-	-	-
<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>9,43,39,280</b>	<b>100.00</b>	<b>9,81,56,467</b>	<b>100.00</b>

By the Order of Board of Directors  
For Piccadily Agro Industries Limited

Sd/-

Niraj Kumar Sehgal  
Company Secretary & Compliance Officer

Place: Gurugram  
Date: 30/07/2024