

## **Notice of Annual General Meeting**

Notice is hereby given that the Thirteenth Annual General Meeting (“AGM”) of Pelatro Limited will be held on Friday, July 11, 2025, at 11:00 AM. IST, through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”) facility to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Financial Statements of the Company which include Audited standalone and consolidated Balance Sheet as on March 31, 2025, the standalone and consolidated Statement of Profit and Loss including the Statement of other Comprehensive Income and Cash Flow of the Company as on that date together with the Auditors’ Report thereon and Report of the Board of Directors.
2. Declaration of Final dividend of ₹1/- per equity share for the financial year ended March 31, 2025.
3. To re-appoint Mr. Subash Menon (holding DIN: 00002486), Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.
4. **To consider appointment and remuneration of the Statutory Auditor of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions if any of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any modifications and amendments thereto from time to time, P Chandrasekar LLP bearing firm registration number 000580S/S200066 with the Institute of Chartered Accountants of India and PAN AABFP1536H are hereby appointed as the Statutory Auditor of the Company for a term of 5 consecutive years commencing from the financial year beginning from April 1, 2025 to March 31, 2030 and to hold office up to the conclusion of the Eighteenth Annual General Meeting at such remuneration plus Goods and service tax, reimbursement of out of pocket expenses as may be approved by the Board of Directors of the Company.”

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

**5. To consider appointment and remuneration of the Secretarial Auditor of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 204(1) of the Companies Act 2013 Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and other applicable provisions if any of the Companies Act 2013 and amended SEBI (LODR) Regulations 2015, M/s. KDSH & Associates LLP, Company Secretaries (LLPIN:AAK-4697) be and are hereby appointed as Secretarial Auditor of the Company for a term of five consecutive years commencing from F.Y 2025-26 till F.Y 2029-2030.”

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

**SPECIAL BUSINESS**

**6. Commission to Non-Executive Director and Independent Directors**

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 197, 198 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, relevant rules made thereunder (the “Act”), Regulation 17(6) and other applicable Regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any amendment or re-enactment thereof, if any and subject to such other approvals as may be required, approval of the members of the Company be and is hereby accorded for the payment of commission to the Non-executive Director and Independent Directors (other than Managing or Whole-Time or Executive Directors) of the Company of Rs. 500,000/- (Rupees Five Lakhs only) each, totaling Rs. 15,00,000/- (Rupees Fifteen Lakhs only). The Commission proposed to be paid to Non-Executive Director and Independent Directors is exceeding the overall maximum limit of 1% (one percent) of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, for the said financial year ended 31.03.2025.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the Directors and/or any of the key managerial personnel of the Company, be and are hereby severally authorized to do such other acts, deeds and things as may be considered necessary in connection with the above resolution.”

**7. Issuance of 1,90,736 Equity Shares to Atlanta Capital Private Limited on Preferential basis:**

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

**“RESOLVED THAT** pursuant to Sections 23, 62(1)(c), read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (“SEBI ICDR Regulations”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”), the listing agreements entered into by the Company with the National Stock Exchange Limited (“NSE”) (“Stock Exchange”) on which the Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten only) each (“Equity Shares”) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and/or any other competent authorities, (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange, SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution, consent of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to in its absolute discretion create, offer, issue and allot 1,90,736 (One Lakh Ninety Thousand Seven Hundred and Thirty Six) Equity shares with a face value Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 366.70/- (Rupees Three Hundred and Sixty-Six and Seventy Paise) rounded off to the nearest Rupee to Rs. 367/- (Rupees Three Hundred and Sixty-Seven only) including a premium of Rs. 357/- (Rupees Three Hundred and Fifty-Seven only) per equity share for an aggregate amount of up to Rs. 7,00,00,112/- (Rupees Seven Crores One Hundred and Twelve only) ("Proposed Preferential Issue" or proposed issue) in compliance with the requirements of Chapter V of Securities and Exchange Board of India (Issue and Capital and Disclosure requirements) Regulations 2018 as amended (the “ICDR Regulation”) on a cash consideration basis (“Preferential Issue”) and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws, to the below mentioned person (“Proposed Allottee”):

Sl. No.	Name of the Proposed Allottee	Category (Promoter/ Non-promoter)	No. of shares to be issued
1	Atlanta Capital Private Limited (ACPL)	Non-promoter	1,90,736

**RESOLVED FURTHER THAT** in accordance with SEBI ICDR Regulations, the 'Relevant Date' for determination of the issue price of Equity Shares, shall be Wednesday, June 11, 2025, being the date that is 30 (Thirty) days prior to the date of shareholders meeting i.e. Friday, July 11, 2025.

**RESOLVED FURTHER THAT** the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu (including as to entitlement to voting powers and dividend) in all respects with the existing equity shares of the Company and the shares so issued offered and allotted be in dematerialized form.

**RESOLVED FURTHER THAT** the Equity Shares allotted on preferential basis shall be locked-in for such period as prescribed in SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide and approve other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as stock exchanges and other appropriate authorities may impose at the time of their approval and as agreed to by the Board.

**RESOLVED FURTHER THAT** the said equity shares shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this special resolution. Where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

**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 being Atlanta Capital Private Limited in Form PAS-5 and the Board be and is hereby authorized to make an offer to Atlanta Capital Private Limited through Private Placement Offer Letter cum application letter in Form PAS-4 under the Companies (Prospectus and Allotment of Securities) Rules, 2014.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid special resolution under Sections 42 and 62 of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) and to execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto and also to seek listing of such equity shares on NSE where the equity shares of the Company are listed.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company or to represent the Company before any governmental authorities or to appoint any other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such terms, condition(s), modification (s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered

necessary, proper or expedient and give effect to modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard in the implementation of this resolution for issue and allotment of equity shares on preferential basis and to do all acts, deeds and things in connection therewith and incidental there to 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 expressly by the authority of this resolution.

**Date: June 17, 2025.**  
**Place: Bengaluru**

**By Order of the Board of Directors**  
**For Pelatro Limited**

**Khushboo Sharma**  
**Company Secretary**

**Notes to AGM Notice**

1. In compliance with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA”) and SEBI/HO/CFD/CFDPoD- 2/P/CIR/2023/167 dated October 07, 2023 issued by Securities and Exchange Board of India (hereinafter collectively referred to as “Circulars”), the provisions of the Companies Act, 2013 (“the Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Thirteenth Annual General Meeting (“AGM”) of the Company is being held through VC/OAVM without the physical presence of Members at a common venue. The deemed venue for the Thirteenth AGM will be the Registered Office of the Company – Pelatro Limited, Bizz Hub Elanz, 5th Floor 144, MSR North Tower, Outer Ring Road MSR North City, Near Manyata Tech Park Nagavara, Bengaluru – 560045.
2. A Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 and additional information of the Directors seeking re-appointment as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“Secretarial Standard”) are annexed.
3. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 113 of the Act, representatives of the Institutional/Corporate Members may be appointed for the purpose of voting through remote e-Voting, for participation in the AGM through VC/OAVM Facility and e-Voting during the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [shivaram@kdsh.co.in](mailto:shivaram@kdsh.co.in) with a copy marked to [harshada@bigshareonline.com](mailto:harshada@bigshareonline.com).
4. The attendance of the Members participating in the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
5. In line with the MCA Circulars and SEBI Circular, the notice of the AGM along with the Annual Report are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this Notice and Annual Report will also be available on the Company’s website [www.pelatro.com](http://www.pelatro.com),

website of the Stock Exchange i.e., National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and also on the website of the RTA at <https://ivote.bigshareonline.com/current-events> .

6. Since the AGM is being held through VC/OAVM Facility, the route map of the venue of the Meeting is not annexed hereto.
7. The Members may join the AGM in the VC/OAVM mode thirty (30) minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice.
8. The Register of Members of the Company will remain closed from Saturday, July 05, 2025, to Friday, July 11, 2025 (both days inclusive)
9. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the AGM and facility for those Members participating in the AGM to cast vote through e-Voting system during the AGM.
10. The Company has availed the services of Bigshare Services Private Limited, (Bigshare), as the authorized agency for conducting of the AGM through VC/OAVM and providing e-Voting facility.
11. The e-voting period commences on Tuesday, July 08, 2025 (9:00 A.M. IST) and ends on Thursday, July 10, 2025 (5:00 P.M. IST). The e-voting module will be disabled by Bigshare thereafter. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. July 04, 2025.
12. Members joining the meeting through VC/OAVM, who have not already cast their vote by means of remote e-Voting, shall be able to exercise their right to vote through e-Voting at the AGM. The Members who have cast their vote by remote e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
13. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

14. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. July 04, 2025 only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.
15. The Board of Directors have appointed Mr. Shivarama Hegde, Partner KDSH & Associates LLP, Practicing Company Secretaries (Membership No. FCS 10680, COP 18141), Bengaluru as Scrutinizer for the e-Voting process. The Scrutinizer shall, after the conclusion of AGM, unblock the votes in the presence of at least two witnesses who are not in employment of the Company and shall within a period of 2 (Two) working days from the conclusion of the AGM, prepare a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit it to the Chairman of the meeting.
16. The results of the e-Voting will be declared within 2 (Two) working days from the conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.pelatro.com](http://www.pelatro.com) and on the website of Bigshare and shall be communicated to National Stock Exchange of India Limited (NSE).
17. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. SEBI vide its circular dated January 25, 2022, has mandated that the listed entities shall henceforth issue the securities in dematerialized form only while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, Members who still hold shares in physical form are advised to dematerialize their holdings. Members can contact the RTA for assistance in this regard.
18. SEBI has mandated Members holding shares in physical form to submit PAN, KYC and Nomination details in specified forms. The specified forms are available at the website of the RTA at [www.bigshareonline.com](http://www.bigshareonline.com). Members may make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the website of Company's RTA.
19. The Members holding shares in physical mode are requested to lodge/notify communication for change of address, transfer deeds, bank details, ECS details, wherever applicable, mandates (if any), with the RTA. Members holding shares in electronic form are requested to furnish details to their respective DP.
20. The register of directors and key managerial personnel (KMP) 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. All documents referred to in the Notice will also be available for electronic inspection without any fee from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [company.secretary@pelatro.com](mailto:company.secretary@pelatro.com).

## 21. Procedure for Remote e-Voting:

Procedure for Login for e-Voting and Attending AGM through VC/OAVM for Individual Shareholders holding securities in Demat mode.

In terms of SEBI circular dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts to access e-Voting facility.

### **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- i. The voting period begins on July 08, 2025 at 9:00 A.M and ends on July 10, 2025 at 5:00 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 of July 04,2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare 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 Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, 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.

- iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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 URL for users to login to Easi/Easiest is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or 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 use 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 company. On clicking the evoting option, the user will be able to see e-Voting page of <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website 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 i.e. <b>BIGSHARE</b>, 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 <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> 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. Click</li> </ol>

	<p>on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</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.nsd.com">https://eservices.nsd.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 <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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 <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</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 abovementioned website.

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

<b>Login type</b>	<b>Helpdesk details</b>
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> contact at 022-23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

**2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
  - Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.
  - Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.
  - Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id.

*Note: If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

*Note: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.*

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

*(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).*

### **Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

### **3. Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

*Note: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.*

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

*(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

**Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.

**Investor Mapping:**

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
  - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
  - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

*Note: The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)*

  - Your investor is now mapped and you can check the file status on display.

**Investor vote File Upload:**

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

**Helpdesk for queries regarding e-voting:**

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to

ivote@bigshareonline.com or call us at: 1800 22 54 22.

**4. Procedure for joining the AGM through VC/ OAVM:**

**For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to attend the AGM under the dropdown option.
- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

**The instructions for Members for e-voting on the day of the AGM/EGM are as under:-**

- The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**Helpdesk for queries regarding virtual meeting:**

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions (‘FAQs’) available at <https://ivote.bigshareonline.com>, under download section or you can email us to [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) or call us at: 1800 22 54 22.

**Date: June 17, 2025.  
Place: Bengaluru**

**By Order of the Board of Directors  
For Pelatro Limited**

**Khushboo Sharma  
Company Secretary**

**Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013**

**Item No.04: To consider appointment and remuneration of the Statutory Auditor of the Company:**

Pursuant to the provisions of Section 139 and other applicable provisions, of the Act, the Company appointed M/s. P Chandrasekar LLP as Statutory Auditor of the Company via its Shareholders meeting dated October 28, 2024, for the F.Y 2024-2025 due to the casual vacancy aroused by the resignation of previous Statutory Auditor.

Now the Company seeks permission of its shareholders, pursuant to the provisions of Section 139 and other applicable provisions if any of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any modifications and amendments thereto from time to time, to appoint M/s. P Chandrasekar LLP bearing firm registration number 000580S/S200066 with the Institute of Chartered Accountants of India and PAN AABFP1536H as the Statutory Auditor of the Company for a term of 5 (Five) consecutive years commencing from the financial year beginning from April 1, 2025 to the financial year ending March 31, 2030 and to hold office up to the conclusion of the Eighteenth Annual General Meeting at such remuneration plus Goods and Service Tax, reimbursement of out of pocket expenses as may be approved by the Board of Directors of the Company.

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

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

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

**Item No.05: To consider appointment and remuneration of the Secretarial Auditor of the Company.**

Pursuant to the provisions of Section 204(1) of the Companies Act 2013 Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and other applicable provisions if any of the Companies Act 2013 and amended SEBI (LODR) Regulations 2015, M/s. KDSH & Associates LLP, Company Secretaries (LLPIN:AAK-4697) holding Peer review Certificate, as Secretarial Auditor of the Company for a term of 5 (Five) consecutive years commencing from F.Y 2025-26 till F.Y 2029-2030.”

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

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

1. every Director and the manager, if any: none interested.

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

**Item No.06: Commission to Non-Executive Director and Independent Directors**

The Company's Non-executive Director and Independent Directors are professionals with high level of expertise and have rich experience in functional areas such as business strategy, business development, corporate governance, finance & taxation, security-IT domain expertise, risk management amongst others.

Non-executive and Independent Directors are actively involved in various decision-making process and are making valuable contributions towards business development, governance, long term strategy and compliances.

Regulatory requirements, corporate governance norms have been strengthened by the Companies Act, 2013 (Act) and the SEBI LODR with key emphasis on effective governance, risk management, statutory compliances etc. and thereby placing increased accountability on the Board. The role and responsibilities of the Board particularly the Non-executive and Independent Directors have increased more requiring greater time commitments and attention, which reflects in the financial performance.

The threshold limit prescribed for commission under Section 197 of the Act is 1% of the net profits of the Company if there is a Managing Director. However, sitting fees paid to the Non-Executive and Independent Directors are outside the purview of the above limits.

The Board has, at its meeting held on June 17, 2025, subject to the approval of the Members, approved payment of commission of Rs. 5,00,000/- (Rupees Five Lakhs only) per Director, exceeding in aggregate, 1% per annum of the net profits of the Company computed in the manner referred to in Section 198 of the Companies Act, 2013 to the Non-Executive and Independent Directors of the Company for FY 2024-2025.

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

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

**Item No.07: Issuance of 1,90,736 Equity Shares to Atlanta Capital Private Limited on Preferential basis:**

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Act and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, approval of the Members of the Company by way of a special resolution is required to issue equity shares on preferential basis to the

proposed allottee. The following explanatory statement sets out all material facts relating to the special business. The necessary information/details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Act, read with the rules issued thereunder, are set forth below:

### **1. Particulars of the offer including date of passing of the board resolution**

The Board of Directors of the Company, at its meeting held on June 17, 2025 has, subject to the approval of the Members and such other approvals as may be required under applicable law, approved the issuance, by way of a preferential allotment of 1,90,736 (One Lakh Ninety Thousand Seven Hundred and Thirty Six) Equity shares with a face value Rs. 10 /- (Rupees Ten only) each at an issue price of Rs. 366.70/- (Rupees Three Hundred and Sixty-Six and Seventy Paise) rounded off to the nearest Rupee to Rs. 367/- (Rupees Three Hundred and Sixty-Seven only) including a premium of Rs. 357/- (Rupees Three Hundred and Fifty-Seven only) per equity share for an aggregate amount of up to Rs. 7,00,00,112/- (Rupees Seven Crores One Hundred and Twelve only) ("Proposed Preferential Issue" or proposed issue) in compliance with the requirements of Chapter V of Securities and Exchange Board of India (Issue and Capital and Disclosure requirements) Regulations 2018 as amended (the "ICDR Regulation") on a cash consideration basis ("Preferential Issue") and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws, to Atlanta Capital Private Limited.

### **2. Objects of the Preferential Issue**

The members to note that the Company had initially planned the acquisition of software business unit of Estel India partly in cash and partly by way of issuing shares. However, the provision of SEBI (ICDR) Reg.163(3) allowed consideration other than cash only by way of swap of shares. Consequently, the terms of the acquisition had to be changed from a combination of cash and shares to cash alone. In order to meet the revised terms of the acquisition, the Company has decided to raise cash through a preferential allotment of equity shares. The Company is ensuring that the dilution planned as per the original terms of the acquisition and the revised terms of the acquisition remains the same. Therefore, the Company plans to offer 1,90,736 (One Lakh Ninety Thousand Seven Hundred and Thirty-Six) equity shares to Atlanta Capital Private Limited to raise funds up to Rs. 7,00,00,000/- (Seven Crores only).

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

1,90,736 (One Lakh Ninety Thousand Seven Hundred and Thirty-Six) Equity shares with a face value Rs. 10 /- (Rupees Ten only) each at an issue price of Rs. 366.70/- (Rupees Three Hundred and Sixty-Six and Seventy Paise) rounded off to the nearest Rupee to Rs. 367/- (Rupees Three Hundred and Sixty-Seven only) including a premium of Rs. 357/- (Rupees Three Hundred and Fifty-Seven only) per equity share for an aggregate amount of up to Rs. 7,00,00,112/- (Rupees Seven Crores One Hundred and Twelve only) ("Proposed Preferential Issue" or proposed issue) such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

### **4. Relevant Date**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue is June 11, 2025, being the date 30 (Thirty) days prior to the date

on which the special resolution mentioned under Item No. 7 of the accompanying Notice dated June 17, 2025, is proposed to be passed.

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

In terms of the applicable provisions of the SEBI ICDR Regulations, the floor price at which the Equity Shares shall be issued and allotted is Rs. 367/- (Rupees Three Hundred Sixty-seven only) per Equity Share, being higher of the following:

- Volume weighted average price of the equity shares of the Company quoted on NSE, during the 90 (Ninety) trading days preceding the Relevant Date;
- Volume weighted average price of the equity shares of the Company quoted on NSE, during the 10 (Ten) trading days preceding the Relevant Date;

Further, the Articles of Association of the Company do not provide for a method of determination of the floor price for equity shares of the Company.

**6. Amount which the company intends to raise by way of issue such securities**

An aggregate amount of up to Rs. 7,00,00,112/- (Rupees Seven Crores One Hundred and Twelve only) ("Proposed Preferential Issue" or proposed issue) in compliance with the requirements of Chapter V of Securities and Exchange Board of India (Issue and Capital and Disclosure requirements) Regulations 2018 as amended (the "ICDR Regulation") on a cash consideration basis ("Preferential Issue") and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations.

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

The Preferential Issue of the Equity Shares is proposed to be made to Atlanta Capital Private Limited; a body corporate incorporated in India and having CIN U65923HR1997PTC053209.

**8. Intent of the Promoters, Directors, Senior Management or Key Managerial Personnel of the Company to subscribe to the Preferential Issue**

None of the Promoters, Directors or Key Managerial Personnel, Senior Management or their relatives intend to subscribe to any of the Equity Shares pursuant to the Preferential Issue.

**9. Proposed time frame within which the Preferential Issue shall be completed**

The Equity Shares shall be issued and allotted by the Company, subject to the fulfilment and/or waiver of the conditions precedent set out under the SEBI ICDR Regulations, within a maximum period of 15 (fifteen) days from the date of passing of the special resolution mentioned under Item No. 7 of the accompanying Notice dated June 17, 2025. However, where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

Provided that, if the conditions precedent are not fulfilled and/or waived and/or the Equity Shares are not allotted within 15 (fifteen) days from the date of passing of the special resolution mentioned under Item No. 7 of the accompanying Notice dated June 17, 2025, then subject to the terms of the Business Transfer Agreement (BTA), SEBI ICDR Regulations and any applicable law, a fresh special resolution will be passed by the Members of the Company and the relevant date for determining the price of the Equity Shares will be taken with reference to the date of the latter special resolution.

## 10. Listing

The Company will make an application to the Stock Exchanges at which its existing equity shares are listed, for listing of the Equity Shares. The Equity Shares, once allotted, shall rank pari passu with the existing equity shares of the Company in all respects.

## 11. Shareholding Pattern of the Company before and after the Preferential Issue

Please refer Annexure - A to this Notice for details.

## 12. Identity of the proposed allottee (including natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and / or who ultimately control), the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue

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

Name of the proposed Allottee	Category	Present pre-issue shareholding %	Post pre issue shareholding %	Ultimate Beneficial owners
Atlanta Capital Pvt Ltd (ACPL)	Body Corporate	Nil	1.80%	Mr. Raj Hajela and Mrs. Shalini Hajela

There shall be no change in the management or control over the Company pursuant to the aforesaid Preferential Issue.

## 13. Lock-in Period

The Equity Shares to be issued to ACPL shall be locked in for a period of 6 (six) months from the date of trading approval from the stock exchanges as specified under Regulation 167 of Chapter V of the SEBI ICDR Regulations.

## 14. Undertakings

As the equity shares of the Company have been listed 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 equity shares shall not be applicable.

## Other disclosures

- The Company is eligible to make the Preferential Issue under Chapter V of the ICDR Regulations.

- The proposed preferential issue is not being made to any body corporate incorporated in, or a national of a country which shares a land border with India.
- Neither the Company, its Directors nor Promoter have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of the Company's Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

#### **15. Certificate of a Practicing Company Secretary**

A certificate from Mr. Shivarama Hegde, a Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the website of the Company [www.pelatro.com](http://www.pelatro.com).

#### **16. Valuation and Justification for the allotment proposed to be made for consideration other than cash**

Not applicable

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

During the year, no preferential allotment has been made to any person as of the date of this Notice.

#### **18. Principal terms of assets charged as securities:**

Not applicable

#### **19. The change in control, if any, in the Company that would occur consequent to the Preferential Issue, and the percentage of post preferential issue capital that may be held by the allottee**

There will be no change in control in the Company consequent to the completion of the Preferential Issue to Atlanta Capital Private Limited (ACPL). The percentage of post preferential issue capital that will be held by ACPL shall 1.80%.

#### **20. The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter**

Non-promoter.

#### **21. Material terms of raising such securities**

All material terms have been set out above.

The Board of Directors of the Company believes that the proposed Preferential Issue is in the best interest of the Company and its shareholders and, therefore, recommends the resolution at Item No. 7 of the accompanying Notice for approval by the Members as a special resolution.

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

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

**Annexure-A**

Category	Pre-Issue (as on March 31,2025) No. of Shares held	Percentage of Shareholding	Post Issue- No of Shares held	Percentage of Shareholding
<b>A. Promoters/Promoters Group's holding</b>				
<b>1. Indian</b>				
<b>Individuals/HUF</b>				
Sudeesh Yezhuvath	12,64,235	12.15	12,64,235	11.93
<b>Any other</b>				
<b>Sub-Total (1)</b>	<b>12,64,235</b>	<b>12.15</b>	<b>12,64,235</b>	<b>11.93</b>
<b>2. Foreign</b>				
<b>Non-resident Individuals/Foreign Individuals</b>				
Kiran Menon	21,76,195	20.91	21,76,195	20.54
Varun Menon	21,36,195	20.53	21,36,195	20.16
<b>Sub-Total (2)</b>	<b>43,12,390</b>	<b>41.44</b>	<b>43,12,390</b>	<b>40.69</b>
<b>Total Shareholding of Promoter and Promoter Group</b>	<b>55,76,625</b>	<b>53.59</b>	<b>55,76,625</b>	<b>52.62</b>
<b>B. Public Shareholding</b>				
<b>1. Institution Domestic</b>				
Alternate Investment Funds	1,22,400	1.18	1,22,400	1.16
Other Financial Institutions	2,400	0.02	2,400	0.02
<b>Sub-Total (1)</b>	<b>1,24,800</b>	<b>1.2</b>	<b>1,24,800</b>	<b>1.18</b>
<b>2. Institution (Foreign)</b>				
Foreign Portfolio Investors Category - I	4,19,400	4.03	4,19,400	3.96
<b>Sub-Total (2)</b>	<b>4,19,400</b>	<b>4.03</b>	<b>4,19,400</b>	<b>3.96</b>
<b>3. Central Government/State Government(s)/ President of India</b>	-	-	-	-
<b>Sub-Total (3)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>4. Non-institutions</b>				
Directors and their relatives	38,500	0.37	38,500	0.36
Key Managerial Personnel	21,333	0.2	21,333	0.2
<b>Individuals</b>				
i. Individual shareholders holding nominal capital up to Rs. 2 lakhs	14,11,098	13.56	14,11,098	13.32
ii. Individual shareholders holding nominal capital in excess of Rs. 2 Lakhs	21,91,632	21.06	21,91,632	20.68
Non-Resident Indians (NRIs)	4,200	0.04	4,200	0.03
Bodies Corporate	4,07,775	3.92	5,98,511	5.65
Any other	2,11,300	2.03	2,11,300	1.99
<b>Sub-Total (4)</b>	<b>42,85,838</b>	<b>41.18</b>	<b>44,76,574</b>	<b>42.24</b>

<b>Sub-Total (B)= (1)+(2)+(3)+(4)</b>	<b>48,30,038</b>	<b>46.41</b>	<b>50,20,774</b>	<b>47.38</b>
<b>C. Non-Promoter-Non-Public Shareholder</b>	0	0	0	0
<b>Custodian/DR Holder</b>	0	0	0	0
<b>Sub-Total (C)</b>	0	0	0	0
<b>GRAND TOTAL</b>	<b>1,04,06,663</b>	<b>100</b>	<b>1,05,97,399</b>	<b>100</b>

**Date: June 17, 2025.**  
**Place: Bengaluru**

**By Order of the Board of Directors**  
**For Pelatro Limited**

**Khushboo Sharma**  
**Company Secretary**

**Additional details and other information as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards**

**Item No.03**

Mr. Subash Menon graduated in Electrical Engineering with Honors from NIT, Durgapur and has over 35 years of experience in founding and operating telecom software companies.

He co-founded Pelatro in April 2013. Prior to Pelatro, he was the CEO and Founder of Subex Limited, a company he transformed from a system integrator in telecoms hardware to a global leader in telecom software for fraud and revenue assurance. He guided Subex through a successful IPO in India (NSE and BSE) in 1999 and through seven acquisitions in the UK, US, and Canada, thereby growing the revenue to about US\$110 million, prior to leaving Subex in 2012.

Name	Subash Menon
Age	60 years
DIN	00002486
Date of first appointment on Board, last drawn remuneration and number of Board meetings attended	-05.03.2024 -Rs. 1,80,00,000/- -Attended 20 Board Meetings out of 21 held in the F.Y 2024-25.
Directorship in other listed entities, Membership of Committees of the Board and listed entities from which he has resigned in the past three years.	-Nil -Member of Audit Committee of Pelatro -Nil
Shareholding in the Company (including shareholding as a beneficial owner)	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Nature of expertise in specific functional areas	As per the profile
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As per the profile.
Key terms and conditions of appointment	Mr. Subash Menon's office as Director shall be subject to retirement by rotation.
Remuneration proposed to be paid	As per his terms of Employment and shareholders' approval dated October 28, 2024.

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

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