

The Patna Electric Supply Co. Ltd

CIN No. L40109WB1956PLC023307

3, Khetra Das Lane

First Floor, Kolkata 700 012

TELEPHONE :8420573436

EMAIL :pesclco@gmail.com

Website: www.patnaelectricsupplycompany.com

September 5, 2024

To,
Metropolitan Stock Exchange of India Limited
Building A, Unit 205A, 2nd Floor,
Piramal Agastya Corporate Park
Lal Bahadur Shastri Rd,
Kurla West,
Mumbai - 400070.

To,
The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata- 700 001

Scrip Symbol: **PATNAELECT**

Scrip code: **026083**

Scrip Name: **The Patna Electric Supply Co. Limited**

Dear Sir/Madam,

Sub: Notice of the 101st Annual General Meeting

With reference to the above subject, we are enclosing herewith the Notice of the 101st Annual General Meeting (AGM) of the Company.

We request you to kindly take the above on records.

Thanking you,

Yours faithfully,
For The Patna Electric Supply Co. Limited

THE PATNA ELECTRIC SUPPLY COMPANY LTD


Director/Authorised Signatory

VISHAL KUMAR SHARMA
Managing Director
DIN-07310503

Encl. as above

PATNA ELECTRIC SUPPLY CO LTD

Registered Office: 3 Khetra Das Lane, 1st Floor, Kolkata- 700012

CIN: L40109WB1956PLC023307

Phone: +91-33-40032108; E-mail: pesclco@gmail.com

Website: www.patnaelectricssupplycompany.com

NOTICE

NOTICE IS HEREBY GIVEN that the 101st Annual General Meeting (AGM) of the shareholders of Patna Electric Supply Co Ltd will be held on Saturday, September 28, 2024, at 1:30 PM at the Registered Office of the Company 3 Khetra Das Lane, 1st Floor, Kolkata- 700012, to transact the following business:

ORDINARY BUSINESS:

1. To receive consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Vishal Kumar Sharma (DIN: 07310503), who retires by rotation, and being eligible, offers himself for re-appointment.
3. Appointment of M/s. Arun Jain and Associates (FRN 325867E), as Statutory Auditors. to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 101st Annual General Meeting of the Company until the conclusion of the 106th Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration.

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

"RESOLVED THAT pursuant to provision of section 139 of the Companies Act 2013 and any other applicable provision of the Companies Act 2013 and considering the recommendations made by the Audit Committee, the consent of the Board be and is hereby accorded to recommend M/s. Arun Jain and Associates (FRN 325867E), Chartered Accountants as the statutory auditor of the company, subject to the approval of shareholders in the meeting, for a term of 5(five) consecutive years from the conclusion of the 101st Annual General Meeting till the conclusion of 106th Annual General Meeting, at a remuneration as may be decided in consultation with the Board."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary steps and to do all such acts, deeds, matter, filing and things which may deem necessary in this behalf."

SPECIAL BUSINESS

4. **Appointment of Mrs. Manju Joshi (DIN- 08275359) as an Independent Director**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, Mrs. Manju Joshi (DIN - 08275359), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from June 21, 2024 in terms of Section 161 of the Companies Act, 2013, and who is entitled to holds office up to the date of ensuing Annual General Meeting, and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 years to hold office as such from June 21, 2024 to June 20, 2029, and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all actions and steps as necessary or desirable to give effect to this resolution in conformity with the Provisions of the Act."

5. Adoption of new set of Memorandum of Association of the Company as per Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 4 and Section 13 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, and other applicable provisions, including any amendment, re-enactment or statutory modification thereof, the new set of Memorandum of Association be and is hereby altered, substituted for, and to the exclusion, of the existing Memorandum of Association of the Company to align the Memorandum of Association in accordance with the provisions of the Companies Act, 2013, subject to the approval of shareholders in their meeting.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to the aforesaid resolution.”

6. Adoption of new set of Articles of Association of the Company as per Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 5 and Section 14 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, and other applicable provisions, read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, the new set of Articles of Association based on Table F as set out under Schedule I to the Companies Act, 2013 be and is hereby substituted for, and to the exclusion, of the existing Articles of Association of the Company to align the Articles of Association in accordance with the provisions of the Companies Act, 2013, subject to the approval of the shareholders in their meeting.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to the aforesaid resolution.”

7. Increase in the Authorized Share Capital of the Company and Alteration of Capital Clause in Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the Authorized Share Capital of the Company from existing Rs. 1,00,00,000/- (Rupees One Crore Only) divided into 20,00,000 (Twenty Lakhs) equity shares of Rs. 5/- (Rupees Five Only) each to Rs. 19,00,00,000 (Rupees Nineteen Crores Only) divided into 38000000 (Three Crores Eighty-Lakhs) Equity Shares of Rs. 5/- (Rupees Five Only) each, ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause 5 of the Memorandum of Association of the Company by substituting in its place and stated the following: -

“5. The Capital of the Company is Rs. 19,00,00,000/- divided into 3,80,00,000 Equity Shares of Rs. 5/- each and with the power to increase or reduce the Capital and to divide the shares in the Capital for the time being into several classes and attach thereto respectively such preferential deferred or special rights or privileges or conditions as may be determined by or in accordance with the regulations of the company.

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

8. Issuance of Convertible Warrants under Preferential Allotment by way of Private Placement (“Preferential Issue”) to the Strategic Investors/Non- Promoter Category:

To approve the offer or invitation to subscribe to Convertible Warrants by way of preferential allotment, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to (i) the provisions of Sections 23, Section 42, 62, and other applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rule 13 of the Companies (Share Capital and Debentures) Rule, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rule, 2014 and other applicable provisions, if any, of the Act any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; (ii) applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [**“SEBI (ICDR) Regulations, 2018”**]; (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [**“SEBI (LODR) Regulations, 2015”**]; (iv) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [**“SEBI (SAST) Regulations”**]; (v) any other rules/ regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (**“SEBI”**), stock exchanges where the equity shares of the Company are listed (**“Stock Exchange”**) and/ or any other statutory/ regulatory authority; (vi) the Memorandum and Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot, in one or more tranches, by way of a preferential issue of 3,60,00,000 (Three Crores and Sixty Lakhs) Convertible Warrants [**“Convertible Warrants”/ “Warrants”**] , at an Issue Price of Rs. 5/- (Rupees Five Only) per Convertible Warrant of the face value of Rs. 5/- (Rupees Five Only) each for a cash consideration, not exceeding an aggregate amount of Rs. 18,00,00,000/- (Rupees Eighteen Crores Only) to the following investors (the **“Allottees”**) by way of preferential allotment of convertible warrants on a private placement basis (**“Preferential Allotment”**), to 25 Identified Strategic Investors belonging to Non-Promoter category as specified below, in accordance with the Chapter V of the SEBI (ICDR) Regulations, 2018, the Act and other applicable laws:

Sr. No.	Name of the Proposed Allottees	Category	Number of Convertible Warrants proposed to be allotted
1.	AKS Indemnity Services LLP	Non- Promoter	1,32,50,000
2.	AKS Indemnity Projects LLP	Non- Promoter	1,32,50,000
3.	Dinman Marketing Limited	Non- Promoter	9,00,000
4.	Virdhi Buildwell Limited	Non- Promoter	8,80,000
5.	Satabdi Tradecom Private Limited	Non- Promoter	8,20,000
6.	Satabdi Tradelink Limited	Non- Promoter	9,60,000
7.	Unikat Trading Private Limited	Non- Promoter	6,60,000
8.	Goddard Vincom Private Limited	Non- Promoter	5,00,000
9.	Gajmukh Trading Private Limited	Non- Promoter	6,20,000
10.	Bass Trading Private Limited	Non- Promoter	17,60,000
11.	Nand Kishore Saraf	Non- Promoter	2,00,000
12.	Ritu Saraf	Non- Promoter	1,25,000
13.	Sarita Saraf	Non- Promoter	1,25,000
14.	Manoj Saraf	Non- Promoter	1,25,000
15.	Sarmila Saraf	Non- Promoter	1,25,000
16.	Keya Ghosh	Non- Promoter	2,00,000
17.	Rani Sharma	Non- Promoter	1,50,000
18.	Uday Sharma	Non- Promoter	1,50,000
19.	Dinesh Trivedi	Non- Promoter	1,75,000
20.	Jitendra Trivedi	Non- Promoter	2,00,000
21.	Sunita Trivedi	Non- Promoter	1,75,000
22.	Sumitra Devi Sureka	Non- Promoter	2,00,000
23.	Rajesh Kumar Sureka	Non- Promoter	1,75,000
24.	Anand Sureka	Non- Promoter	1,75,000
25.	Aman Sureka	Non- Promoter	1,00,000

“RESOLVED FURTHER THAT the Relevant Date, as stipulated in Regulation 161 off the SEBI (ICDR) Regulations, 2018 for the purpose of determination of the price of the convertible warrants to be issued and allotted as above shall be Thursday, August 29, 2024, being the 30th day prior to September 28, 2024 i.e., the date on which the Annual General Meeting of the members is convened in terms of Section 62(1)(c) of the Act to approve this preferential issue.”

“RESOLVED FURTHER THAT without prejudice to the generality of the aforesaid Resolution, the issue of Equity Convertible Warrants to the Proposed Allottees and conversion of such Convertible Warrants under the Preferential Issue shall be subject to following terms and conditions prescribed under the Act and the SEBI (ICDR) Regulations, 2018 including the following:

1. The Warrant Holders, shall, subject to the SEBI (ICDR) Regulations, 2018 and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1(one) Equity Share against each Warrant;
2. The Equity Shares allotted on exercise of the Equity Convertible Warrants shall upon conversion rank pari-passu with the existing shares of the Company and in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with the SEBI (ICDR) Regulations, 2018 or other applicable laws as may be prevailing at that time;
3. The Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission;
4. In accordance with Chapter V of SEBI (ICDR) Regulations, 2018, the proposed Warrant Allottee shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the price fixed per Warrant on application (Warrant Subscription Price) in terms of the SEBI (ICDR) Regulations, 2018 and the balance 75% (Warrant Exercise Price) at the time of exercise of the Warrants conversion in to equity shares;
5. The right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice (“**Conversion Notice**”) to the Company specifying the number of Warrants proposed to be converted. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant Exercise Amount by the Warrant holder to the designated bank account of the Company;
6. In terms of Regulation 166 of the SEBI (ICDR) Regulations, 2018 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 SEBI (ICDR) Regulations, 2018 the Warrants shall continue to be locked-in till the time such amount is paid by the Warrant Holder;
7. Upon exercise of the option by Warrant Holder(s), the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated securities demat account of the Warrant Holder;
8. The Warrant Holder shall be entitled to all future corporate actions including but not limited to issue of bonus/rights, if any, and the Company shall reserve proportion of such entitlement for the Warrant Holder;
9. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. If the entitlement against the Warrants to apply for the Equity Shares of Warrant Holder is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holder on such Warrants shall stand forfeited;
10. The issue of the Equity Convertible Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid shall be governed by Memorandum & Articles of Association of the Company and the respective provisions of the Companies Act, 2013 read with the rules made thereunder, SEBI (ICDR) Regulations, 2018, Listing Regulations, Listing Agreement with the Stock Exchange as well as the circulars, guidelines issued by SEBI or any other regulatory authority as the case may be, or any modifications thereof;
11. The Warrants by itself, shall not carry any voting rights until they are converted into equity shares and the Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company;
12. The entire pre-preferential equity shareholding of the Proposed Allottees, if any, shall be subject to lock- in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018;

13. The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations, 2018 and allotted equity shares shall be listed on the stock exchange subject to the receipt of necessary permissions and approvals;
14. The respective Warrant holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders shall be received from the bank account of the person whose name appears first in the application;
15. Until the Warrants are transferred, the Company shall treat Warrant holders as the absolute owner for all purposes without being affected by any notice to the contrary;
16. Equity Shares so allotted shall be listed and traded on Metropolitan Stock Exchange of India Limited ('MSEI') and The Calcutta Stock Exchange of India Limited ('CSE'), i.e. the Stock Exchanges where the existing Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
17. In the event that the Company completes any form of capital restructuring prior to the exercising of the Warrants, then, the number of Equity Shares that are issued against the exercise of each Warrant and the price payable for such Equity Shares, shall be appropriately adjusted in a manner that, to the extent permitted by applicable laws, Warrant Holder: (a) receives such number of Equity Shares that Warrant holder would have been entitled to receive; and (b) pays such consideration for such Equity Shares to the Company which Warrant holder would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and are hereby authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- to issue and allot the Warrants and such number of equity shares as may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;
- to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to give effect to the above resolutions, including to make applications to Applicable Regulatory Authorities, including but not limited to applications to MSEI and CSE for obtaining in-principle approvals for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants;
- to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the respective Proposed Allottee, and to give effect to any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants, and to determine the form, terms and timing of the Preferential Issue, including finalizing the allottee, based on mutual discussions with the Proposed Allottee, to whom the Warrants shall be finally issued and allotted, and the number of Warrants to be allotted in one or more tranches (including the equity shares to be allotted upon conversion of the Warrants);
- to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);
- to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on MSEI and CSE without limitation, as per the terms and conditions of the ICDR Regulations, the Listing Regulations, and other applicable guidelines, rules and regulations;
- to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the ICDR Regulations and the Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to give effect to any modification to the foregoing, and the decision of the Board shall be final and conclusive."

“RESOLVED FURTHER THAT the monies received by the Company from Warrant Holders, for subscription of the Warrants pursuant to the Preferential Issue shall be kept by the Company in a separate account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Act.”

“RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant Holder, if any, in the Company shall also be subject to lock-in as per the provisions of Chapter V of SEBI (ICDR) Regulations, 2018.”

“RESOLVED FURTHER THAT the Company hereby takes note of the certificate from Mr. Anand Khandelvia (Membership No. 5803) Practicing Company Secretary certifying that the above issue of Convertible Warrants of the Company is being made in accordance with the SEBI (ICDR) Regulations, 2018.”

“RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, the consent of the Members of the Company be and is hereby accorded to the Board to record the name and address of the Proposed Allottees and issue the Private Placement Offer cum Application Letter in Form PAS-4, to the Proposed Allottees, inviting it to subscribe to the Warrants in accordance with the provisions of the Act.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Act, complete record of Private Placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Warrants.”

“RESOLVED FURTHER THAT in case of any corporate action(s) that the Company undertakes any form of restructuring of its share capital (“Capital Restructuring”) including but not limited to: (i) consolidation or sub-division or splitting up of its equity shares, (ii) issue of bonus shares; (iii) issue of equity shares in a scheme of arrangement (including amalgamation or demerger); (iv) reclassification of shares or variation of rights into other kinds of equity shares of the Company; and (v) issue of right shares, as applicable from time to time, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit to the proposed allottees for the purpose of making a fair and reasonable adjustment such that the number of convertible warrants or equity shares granted earlier, the ceiling of total number of warrants and equity shares specified above shall be deemed to be increased to the extent of such additional warrants granted or equity shares issued after occurrence of any such Capital Restructuring thereto.”

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

“RESOLVED FURTHER THAT for the purpose of giving effect to the offer and issue of the Warrants and subsequent conversion of the Warrants into Equity shares, Mr. Vishal Kumar Sharma, being the Managing Director, Mrs. Jayshree Joshi, Mr. Bishnu Kumar Tibrewal and Mrs. Manju Joshi being the Directors, Mr. Vimal Joshi being the Chief Financial Officer and Ms. Megha Agarwal being the Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications with the appropriate authorities for obtaining requisite approvals as may be required, and the utilization of the issue proceeds in such manner as may be determined by the Board, issuing clarifications in this regard, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any Regulators, or other authorities or agencies involved in or concerned with the issue of Warrants/ subsequent conversion of the Warrants into Equity shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).”

“RESOLVED FURTHER THAT the Equity Shares to be allotted upon conversion of Warrants, be listed on the Stock Exchanges where the equity shares of the Company are listed and that the Board be and is hereby severally authorized to make the necessary applications and to take all other steps as may be necessary for the approval of allotment of equity shares and listing of such equity shares and for the admission of such equity shares with the depositories, i.e. NSDL & CDSL, and for the credit of such equity shares to the holders dematerialized securities account.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby severally authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc. with such agencies, as may be required and as permitted by law.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) or Officer(s) of the Company in such manner as it may deem fit in its absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purpose of the issue and allotment of Equity Convertible Warrants and settle any questions or difficulties that may arise in connection with the aforesaid resolutions.”

For The Patna Electric Supply Co. Ltd.

Registered Office

3 Khetra Das Lane, 1st Floor
Kolkata-700012
August 24, 2024

Sd/-

Vishal Kumar Sharma
Managing Director
(DIN- 07310503)

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint a proxy to attend and vote on his behalf. A proxy need not be a Member of the Company.

Proxies, in order to be effective, must be received at the Registered Office of the Company at 3 Khetra Das Lane, 1st Floor, Kolkata - 700012, not less than forty-eight hours before the commencement of the AGM.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

2. Pursuant to Section 113 of the Companies Act, 2013, corporate members are requested to send a certified copy of the Board Resolution / Authorization together with specimen signature authorizing their representative, intending to attend and vote at the AGM.
3. Members are requested to bring their copies of Annual Report to the Meeting, in order to register the attendance, at the venue of the Annual General Meeting, members are requested to bring their folio number/demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
4. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Resolutions proposed at this AGM will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the AGM) and for which purpose the Company has engaged the services of CDSL. The Board of Directors of the Company has appointed CS Md Shahnawaz (COP No. 15076), Practicing Company Secretary as the Scrutinizer for this purpose. The detailed instructions for e-voting are given as a separate attachment to this notice. The e-voting period begins on **Wednesday, September 25, 2024 at 9.00 AM and ends on Friday, September 27, 2024 at 5.00 PM.** 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.
5. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on **September 21, 2024 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

8. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. The Register of Members of the Company will remain closed from **Monday, September 23, 2024 to Saturday, September 28, 2024 (both days inclusive)** for the purpose of Annual General Meeting.
10. Additional Information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), on Director seeking appointment/re-appointment at this AGM is furnished herewith annexure to the Notice. The director has furnished consent for his/her appointment/re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
11. The Annual Report 2023-24, the Notice of the 101st AGM and instructions for e-voting, are being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s). Members may please note that this Notice and Annual Report 2023-24 will also be available on the Company's website at www.patnaelectricssupplycompany.com and websites of the Stock Exchange i.e. MSEI at www.msei.com.
12. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their requests in Form No. SH-13, to the Registrar and Transfer Agent of the Company. Further, members desirous of cancelling/varying nomination are requested to send their requests in Form No. SH- 14, to the Registrar and Transfer Agent of the Company. These forms will be made available on request by the Registrar and Transfer Agent /Company.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent, Niche Technologies Pvt. Ltd. ("RTA") for assistance in this regard.
14. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 21, 2024, through email on pesclco@gmail.com. The same will be replied by the Company suitably.
15. Members whose shareholding is in electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s).
16. In case any member is desirous to receive communication from the Company in electronic form, they may register their email address with Company or with their depository participant or send their consent at the Registered Office of the Company along with their folio no. and valid email address for registration. As a measure to save our natural resources, we request shareholders to update their email address with their Depository Participants / Registrar and Share Transfer Agent to enable the Company to send communications electronically.
17. Route map for the location of the venue of the 101st Annual General Meeting of the Company is enclosed herewith.

For The Patna Electric Supply Co. Ltd.

Registered Office
3 Khetra Das Lane, 1st Floor
Kolkata-700012
August 24, 2024

Sd/-
Vishal Kumar Sharma
Managing Director
(DIN- 07310503)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
AND REGULATION 163(1) OF SEBI (ICDR) REGULATIONS, 2018**

Item No 4

APPOINTMENT OF MRS. MANJU JOSHI (DIN- 08275359) AS AN INDEPENDENT DIRECTOR

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, Mrs. Manju Joshi (DIN - 08275359) has been appointed as an Additional Directors (Independent) of the Company w.e.f. June 21, 2024 by the Board of Directors of the Company.

Mrs. Manju Joshi, aged 62 years, is a Commerce graduate. She is having varied expertise in Accounting, Finance, and Management Mrs. Manju Joshi who is proposed to be appointed as an Independent Director for a term of 5 years, fulfills the conditions specified in the Act and Rules made thereunder.

The Board considers that Mrs. Manju Joshi's association as an Independent Director would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mrs. Manju Joshi (DIN - 08275359) will hold office up to the date of the ensuing AGM. The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from members proposing the candidature of Mrs. Manju Joshi (DIN - 08275359) for the office of Independent Directors.

The Company has received from Mrs. Manju Joshi (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and (iv) Form MBP 1 pursuant to Section 184 (1) and rule 9(1) of The Companies (meeting of Board and its Powers) Rules 2014. The directorship held by the proposed appointee is within the limits prescribed under the Act and Regulation 25 of the Listing Regulations.

Mrs. Manju Joshi (DIN - 08275359) does not hold any equity shares in the Company.

A copy of the draft letter of appointment, setting out the terms and conditions of appointment of Mrs. Manju Joshi, is available for inspection, without any fee, by the members at request during business hours on all working days up to the date of the AGM.

Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the resolution set forth at item no. 4 for approval of the members.

The resolution seeking approval of members for the appointment of Mrs. Manju Joshi (DIN - 08275359) as an Independent Director of the Company is included in the Notice of AGM. She shall not be liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives, is in any way, concerned or interested, financially or otherwise, in resolutions set out respectively at Item No. 4 of the Notice.

Item No 5

ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY AS PER COMPANIES ACT, 2013

The existing Memorandum of Association of the Company, based on Companies Act, 1956 ("1956 Act") are no longer in conformity with the Companies Act, 2013 ("Act"). Upon enactment of the Companies Act, 2013, the Memorandum of Association of the Company were required to be re-aligned as per the provisions of the new Act.

Your Directors at their meeting held on Saturday, August 24, 2024 approved (subject to the approval of members) the amendment in the Memorandum of Association of the Company.

In terms of Section 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the Memorandum of Association of the Company.

The draft of the amended Memorandum of Association proposed for approval, along with other relevant documents are open for inspection by the members of the Company during normal business hours at the Registered office of the Company till the last date of e-voting i.e. one day prior to the date of the AGM.

None of the Directors of the Company, Key Managerial Personnel and their Relatives are, in anyway, concerned or interested, either directly or indirectly in passing of the said resolution, financially or otherwise, in the resolution set out at item no. 5 of this Notice, except to the extent of their shareholding in the Company, if any.

The consent of the members is, therefore, being sought for passing the aforesaid resolution as Special Resolution.

Item No 6

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY AS PER COMPANIES ACT, 2013

The existing Articles of Association of the Company, based on the Companies Act, 1956 are no longer in conformity with the Companies Act, 2013 ("Act"). Upon enactment of the Companies Act, 2013, several regulations of Articles of Association require alteration/deletion. Given this position, it is considered expedient to adopt a new set of Articles of Association primarily based on Table F set out under Schedule I to the Companies Act, 2013 in place of existing Articles of Association, instead of amending it by alteration/incorporation of provisions of 2013 Act. In terms of Section 14 of 2013 Act, consent of Members by way of a Special Resolution is required for adoption of a new set of Articles of Association of the Company.

Your directors at their meeting held on Saturday, August 24, 2024 approved (subject to the approval of members) the amendment in the Articles of Association of the Company.

The draft of the amended Articles of Association along with relevant documents proposed for approval, are available for inspection by the members of the Company during normal business hours at the Registered office of the Company till the last date of e-voting i.e. one day prior to the date of the AGM.

None of the Directors of the Company, Key Managerial Personnel and their Relatives are, in anyway, concerned or interested, either directly or indirectly in passing of the said resolution, financially or otherwise, in the resolution set out at item no. 6 of this Notice, except to the extent of their shareholding in the Company, if any.

The consent of the members is, therefore, being sought for passing the aforesaid resolutions as Special Resolution.

Item no 7

INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The present Authorized Share Capital of the Company is Rs. 1,00,00,000/- (Rupees One Crores Only) divided into 20,00,000 (Twenty Lakhs) equity shares of Rs. 5/- (Rupees Five Only) each. Considering the proposed issue of Warrants and in order to accommodate the issue of equity shares pursuant to exercise of option for conversion of warrant, as per Resolution no. 4 stated in this notice, your directors at their Meeting held on Saturday, August 24, 2024 had accorded its approval for increasing the Authorized Share Capital of the Company from 1,00,00,000/- (Rupees One Crores Only) divided into 20,00,000 (Twenty Lakhs) equity shares of Rs. 5/- (Rupees Five Only) each to Rs. 19,00,00,000/- (Rupees Nineteen Crores Only) divided into 3,80,00,000 (Three Crores Eighty-Lakhs) Equity Shares of Rs. 5/- (Rupees Five Only) each, ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company, subject to shareholders' approval.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorized Share Capital. Therefore, the proposal for increase in Authorized Share Capital and amendment of Memorandum of Association of the Company requires approval of members at the general meeting.

Pursuant to the provisions of Sections 13, 14, 61 read with 64 of the Companies Act, 2013, approval of the Members is required for increasing the Authorized Share Capital of the Company and the consequential alteration in the Memorandum of Association of the Company.

Relevant documents are available for inspection by the members of the Company during normal business hours at the Registered office of the Company till the last date of e-voting i.e. one day prior to the date of the AGM.

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

The consent of the members is, therefore, being sought for passing the aforesaid resolution number 7 of the notice as a Special Resolution.

Item no 8

Issuance of Convertible Warrants under Preferential Allotment by way of Private Placement (“Preferential Issue”) to the Strategic Investors/Non- Promoter Category:

Keeping in view the future outlook, growth targets and prospects, the Company requires an additional funding on long term basis, inter-alia, to meet the funding and business requirements of the Company including in relation to and for funding the business growth, business expansion including investments in good business entities, exploring new initiatives in the areas which are directly or indirectly aligned with the business activity of the company, mode of working capital, and other general corporate purposes, in view of the same, it is proposed to raise funds by a way of issue of Equity Convertible Warrants under the preferential allotment route.

The Board of Directors of the Company at their meeting held on Saturday, August 24, 2024 subject to the approval of the members and such other approvals as may be required has reconsidered, reviewed the fund requirements and accordingly approved the proposal of raising funds by a way of issuance of 36000000 (Three Crores Sixty Lakhs) Convertible Warrants of face value of Rs. 5/- (Rupees Five Only) per equity share, carrying an entitlement to subscribe for equivalent number of fully paid-up Equity Shares of the Company, at an issue price of Rs. 5/- (Rupees Five Only) per equity share, or at such other price as determined in accordance with Regulation 165 of the SEBI (ICDR) Regulations, 2018, payable in cash aggregating upto an amount of Rs. 18,00,00,000/- (Rupees Eighteen Crores Only), by way of preferential allotment, to the Proposed Allottees as mentioned in Resolution No. 5 stated above.

Further in accordance with the provisions contained in Regulation 166A of SEBI (ICDR) Regulations 2018 as the proposed preferential issue could result in change in control of the company and therefore the Independent Directors of the Company met on Saturday, August 24, 2024 prior to the Board Meeting and after considering all the aspects relating to the preferential issue including pricing recommended the issue to the Board unanimously. The said meeting was attended by all the Independent Directors of the Company.

The Equity Shares to be allotted on exercise of option by Warrant holders pursuant to the above Resolution shall rank *pari-passu* in all respects including dividend with the existing Equity Shares of the Company.

As per Sections 42 and 62 and other applicable provisions if any of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders by way of special resolution is sought for issuing the warrants convertible into equity shares as stated in the said resolution on a preferential basis.

The Information pertaining to the proposed preferential allotment as required under Regulation 163(1) of SEBI (ICDR) Regulations 2018 and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 is given below:

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

The Board of Directors at their meeting held on Saturday, August 24, 2024, subject to the approval of the Members and such other approvals as may be required, has approved the issuance and allotment of:

3,60,00,000 (Three Crores Sixty Lakhs) Convertible Warrants of face value of Rs. 5/- (Rupees Five Only) per Equity Convertible Warrant, carrying an entitlement to subscribe for equivalent number of fully paid-up Equity Shares of the Company, at an issue price of Rs. 5/- (Rupees Five Only) per equity share aggregating upto an amount of Rs. 18,00,00,000/- (Rupees Eighteen Crores Only), by way of preferential allotment, to 25 identified strategic investors belonging to the non-promoter category.

2. Objects of the Preferential Issue:

To meet the funding and enhanced business requirements of the Company including in relation to and for funding the business growth investing in special situations, long term and short term investing, including in relation to and for funding the business growth, business expansion including investments in good business entities, exploring new initiatives in the areas which are directly or indirectly aligned with the business activity of the company, which shall subsequently enhance the business of the Company and for any other purpose as may be decided and approved by the Board.

This preferential issue is for Convertible Warrants. The issue proceeds for Warrants shall be received by the Company in 18 months period from the date of allotment of warrants in terms of Chapter V of the SEBI (ICDR) Regulations, 2018 and as estimated by our management, the entire proceeds received from the issue would be utilized for all the above-mentioned objects, in phases, as per the Company's business requirements and availability of issue proceeds.

The issue and allotment of Equity Convertible Warrants by way of preferential allotment to the Identified Strategic Investors is by way of cash contribution.

3. The maximum number of specified securities to be issued:

The Board of Directors of the Company at their meeting held on Saturday, August 24, 2024, had subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of up to 3,60,00,000 (Three Crores Sixty Lakhs) Convertible Warrants of face value of Rs. 5/- (Rupees Five Only) per equity share, carrying an entitlement to subscribe for an equivalent number of fully paid-up Equity Shares of the Company, at an issue price of Rs. 5/- (Rupees Five Only) per equity share, or at such other price as determined in accordance with the SEBI (ICDR) Regulations, 2018, payable in cash aggregating upto an amount of Rs. 18,00,00,000/- (Rupees Eighteen Crores Only).

4. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment

None of the Promoters, Directors or Key Managerial Personnel of the Company intend to subscribe to any Convertible Warrants issued pursuant to this preferential issue.

5. Price at which the Allotment is Proposed:

The Equity Convertible Warrants to be issued and allotted will be of the face value of Rs. 5 /- (Rupees Five Only) each and will be issued at Rs. 5/- (Rupees Five Only) per equity share.

6. Relevant Date:

The "Relevant Date" for the offer, issue and allotment of Equity Shares arising upon exercise of Warrants, by way of preferential issue, as per the SEBI (ICDR) Regulations, 2018 is Thursday, August 29, 2024 being the working day (30) thirty days prior to the date on which the AGM of Members i.e. Saturday, September 28, 2024, is convened to approve the Special Resolution.

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

The issue of Convertible Warrants on preferential basis will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018.

In terms of SEBI (ICDR) Regulations, 2018, the price per Equity Share for frequently traded shares shall not be lower than the price determined in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 which shall be higher of the following:

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

“Frequently traded shares” means the shares of the issuer, in which the traded turnover on any recognized stock exchange during the 240 trading days preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer.

The equity shares of the Company are listed on the Metropolitan Stock Exchange of India Limited (“MSEI”) and The Calcutta Stock Exchange (“CSE”) (collectively referred to as the “Stock Exchanges”), As per the said definition the total traded turnover of the company during the 240 trading days preceding the relevant date is less than ten percent of the total number of shares of such class of shares of the Company. Accordingly, the shares are infrequently traded, therefore, the Valuation has been carried out in terms of the provision of Regulation 165 of SEBI (ICDR) Regulations, 2018.

In terms of Regulation 165 of SEBI (ICDR) Regulations, 2018 where the shares are not frequently traded, the price determined by the Company shall take into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares of such companies.

In terms of Regulation 166A of the SEBI (ICDR) Regulations 2018, the Company has obtained a valuation report from an Independent Registered Valuer Mr. Mayank Sharma (Reg. No. IBBI/RV/03/2022/15021) having office at - 17/10 Hat Lane, Howrah -711101 and the price determined by such independent Registered Valuer is Rs. 0.40 paise per Equity share. The Fair Market Value (FMV) of the company is lower than its book value, and according to the Companies Act, 2013 shares cannot be issued at a discount. Therefore, the FMV, which is also the Book Value per Equity Share of Patna Electric Supply Co. Ltd. as of 31st March 2024, is INR 5 (Indian Rupees Five Only).

The offer price of Equity Convertible Warrants of face value Rs. 5/- (Rupees Five only) per Equity Convertible Warrant is Rs. 5/- (Rs. Five Only) each per Equity Convertible Warrant as determined under applicable Regulation 165 of Chapter V of SEBI (ICDR) Regulations, 2018.

The said Valuation Report shall be available for inspection by the Members and the same may be accessed on the Company's website at www.patnaelectricssupplycompany.com.

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 has no specific provision relating to determination of a floor price/ minimum price of the shares issued on preferential basis.

In the view of above, the Board of the Company has fixed the issued price of Rs. 5/- (Rupees Five Only) per Equity Convertible Warrant, which is above the minimum price as determined in compliance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018.

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

It is proposed to allot 3,60,00,000 (Three Crores Sixty Lakhs) Convertible Warrants to 25 (twenty-five) identified Strategic Investors belonging to Non-Promoter Category.

9. Proposed time frame within which the Preferential Allotment shall be completed:

In accordance with Regulation 170 of the SEBI (ICDR) Regulations, 2018 the Convertible Warrants shall be allotted within a maximum period of 15 days from the date of passing this resolution, provided that where the allotment of the proposed Convertible Warrants 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 days from the date of last of such approvals or permissions.

Further, as per Regulation 162(2) of ICDR Regulations 2018, upon exercise of the option by the Allottee to convert the Convertible Warrants, the Company shall ensure that the allotment of equity shares pursuant to exercise of the Convertible Warrants is completed within a period of 15 days from the date of such exercise option by the Allottee.

10. Name of Proposed Allottees, Particulars of the Proposed Allottee and the identity of the natural persons who are the ultimate beneficial owners of the convertible warrants proposed to be allotted and/or who ultimately control the Proposed Allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Company consequent to the preferential issue:

The percentage shareholding in the Company by the proposed Allottees, pre and post preferential issue is given below:

Sl. No.	Names	PAN	Natural Person who are the Ultimate Beneficial Owners (UBOs)*	PAN	Pre-preferential holding & (%)	Present issue of warrants convertible into Equity Shares	Post-allotment preferential holding & (%)*
1	AKS Indemnity Services LLP	ACGFA4719C	Tanish Sharma Yogita Sharma	CTJPS0715A CTJPS0538P	0 (0.00%)	13250000 (35.87%)	13250000 (35.87%)
2	AKS Indemnity Project LLP	ACGFA5049R	Tanish Sharma Yogita Sharma	CTJPS0715A CTJPS0538P	0 (0.00%)	13250000 (35.87%)	13250000 (35.87%)
3	Dinman Marketing Limited	AACCD8204F	Gwal Das Vyas	ACYPV8523F	0 (0.00%)	900000 (2.44%)	900000 (2.44%)
4	Virdhi Buildwell Limited	AACCV6684Q	Gwal Das Vyas	ACYPV8523F	0 (0.00%)	8,80,000 (2.38%)	8,80,000 (2.38%)
5	Satabdi Tracom Private Limited	AALCS8614G	Naresh Sharma	CBPKS7106N	0 (0.00%)	8,20,000 (2.22%)	8,20,000 (2.22%)
6	Satabdi Tradelink Limited	AALCS817F	Naresh Sharma	CBPKS7106N	0 (0.00%)	9,60,000 (2.60%)	9,60,000 (2.60%)
7	Unikat Trading Private Limited	AADCU1222E	Sanjoy Chakraborty	ADRPC8801D	0 (0.00%)	6,60,000 (1.79%)	6,60,000 (1.79%)
8	Goddard Vincom Private Limited	AAJCG6994P	Sanjoy Chakraborty	ADRPC8801D	0 (0.00%)	5,00,000 (1.35%)	5,00,000 (1.35%)
9	Gajmukh Trading Private Limited	AAJCG7125J	Sanjoy Chakraborty	ADRPC8801D	0 (0.00%)	6,20,000 (1.68%)	6,20,000 (1.68%)
10	Bass Trading Private Limited	AAMCB2604E	Bikash Sureka	ALYPS0426P	0 (0.00%)	17,60,000 (4.77%)	17,60,000 (4.77%)
11	Nand Kishore Saraf	ARWPS6902N	-	-	0 (0.00%)	2,00,000 (0.54%)	2,00,000 (0.54%)
12	Ritu Saraf	BURPS4795J	-	-	0 (0.00%)	1,25,000 (0.34%)	1,25,000 (0.34%)
13	Sarita Saraf	AMBPS8672H	-	-	0 (0.00%)	1,25,000 (0.34%)	1,25,000 (0.34%)
14	Manoj Saraf	BDYPS4151E	-	-	0 (0.00%)	1,25,000 (0.34%)	1,25,000 (0.34%)
15	Sarmila Saraf	CSFPS3846F	-	-	0 (0.00%)	1,25,000 (0.34%)	1,25,000 (0.34%)
16	Keya Ghosh	BJQPG8043M	-	-	0 (0.00%)	2,00,000 (0.54%)	2,00,000 (0.54%)
17	Rani Sharma	OBWPS3195D	-	-	0 (0.00%)	1,50,000 (0.41%)	1,50,000 (0.41%)
18	Uday Sharma	LOWPS3297A	-	-	0 (0.00%)	1,50,000 (0.41%)	1,50,000 (0.41%)
19	Dinesh	AWMPT7802P	-	-	0	1,75,000	1,75,000

	Trivedi				(0.00%)	(0.47%)	(0.47%)
20	Jitendra Trivedi	BXWPT9741F	-	-	0 (0.00%)	2,00,000 (0.54%)	2,00,000 (0.54%)
21	Sunita Trivedi	AWNPT0324K	-	-	0 (0.00%)	1,75,000 (0.47%)	1,75,000 (0.47%)
22	Sumitra Devi Sureka	ALKPS0480M	-	-	0 (0.00%)	2,00,000 (0.54%)	2,00,000 (0.54%)
23	Rajesh Kumar Sureka	ARKPS6367D	-	-	0 (0.00%)	1,75,000 (0.47%)	1,75,000 (0.47%)
24	Anand Sureka	BBVPS0575D	-	-	0 (0.00%)	1,75,000 (0.47%)	1,75,000 (0.47%)
25	Aman Sureka	GEMPS3221B	-	-	0 (0.00%)	1,00,000 (0.27%)	1,00,000 (0.27%)

**The above post-issue shareholding is prepared assuming the complete conversion of 36000000 Equity Convertible Warrants issued pursuant to resolution at item No.8.*

ASSUMPTIONS:

1. All Warrants offered pursuant to the aforesaid resolution have been fully subscribed and allotted.
2. The warrants are held by the aforesaid Allottees at the time of exercise of the option and
3. The options are exercised by them into equity in full.

11. The change in control if any, of the Company that would occur consequent to preferential Offer:

Pursuant to the Conversion of Warrants into equity shares of the Company, two of the aforementioned strategic investors namely M/s. AKS Indemnity Services LLP and M/s. AKS Indemnity Project LLP would acquire the majority shareholding in the Company i.e. 13250000 equity shares constituting 35.87% of the expanded equity and voting share capital of the Company each, aggregating to 26500000 equity shares constituting 71.74% of the expanded equity and voting share capital of the Company, therefore as a result of the proposed preferential allotment there shall be a significant change in control of the Company. The allotment of equity shares on conversion of warrants and change in control as aforementioned would require an obligation for the Open Offer under Regulation 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 by them.

Apart from the aforementioned there may be other corresponding changes in the shareholding pattern as well as voting rights consequent to exercise of options into equity shares on conversion of warrants allotted.

12. 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:

No allotment(s) has been made on a preferential basis from the beginning of the year to the date of issue of this notice.

13. Disclosure specified in Schedule VI of the SEBI (ICDR) Regulations, 2018, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower

Neither the Company nor its Promoters or Promoter Group (including Directors of Promoter Group) or Directors have been declared as wilful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Promoters or Promoter Group (including Directors of Promoter Group) or Directors are a fugitive economic offender as defined under the SEBI (ICDR) Regulations, 2018.

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

Since the allotment is done for cash therefore a report of registered valuer is not required for the Preferential Allotment, under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014. However, the Company has sought a valuation report as required under Regulation 166A of the SEBI (ICDR) Regulations, 2018.

15. Shareholding pattern of the Company before and after the Preferential Issue:

The shareholding pattern of the Company before and after the proposed preferential issue to 'the Strategic Investors/ Non-Promoter Group' is likely to be as follows:

Category	Pre-Issue Shareholding Structure		Convertible Warrants to be Allotted	Post-Issue Shareholding	
	No. of Shares	% of Shareholding		No. of Shares	% of Shareholding*
(a) Individuals & HUF	2,56,988	27.48%	-	256988	0.70%
(b) Bodies Corporate	-	-	-	-	-
Sub Total (A1)	2,56,988	27.48%	-	2,56,988	0.70%
(A1) Foreign LT1, Inc.*	-	-	-	-	-
Total Promoter shareholding A=A1+A2	2,56,988	27.48%	-	2,56,988	0.70%
B1) Institutions (Domestic)	1,52,410	16.30%	-	1,52,410	0.41%
(B2) Institutions (Foreign)	-	-	-	-	-
(B3) Central Government/ State Government(s)/ President of India	9,404	1.01%	-	9,404	0.03%
(a) Individuals	4,05,786	43.39%	24,00,000	28,05,786	7.60%
(b) Body Corporate	1,00,994	10.80%	3,36,00,000	3,37,00,994	91.24%
(c) Others (Including NRI)	9,718	1.04%	-	9,718	0.03%
Sub Total (B3)	5,16,498	55.22%	3,60,00,000	3,65,16,498	98.87%
Total Public Shareholding B=B1+B2+B3+B4	6,78,312	72.52%	3,60,00,000	3,66,78,312	99.30%
C) Non-Promoter Non-Public Shareholding	-	-	-	-	-
Grand Total (A+B+C)	9,35,300	100.00%	3,60,00,000	3,69,35,300	100.00%

*Calculated as a % of the Expanded Equity and Voting Share Capital of the Company, i.e., 36935300 equity shares assuming full conversion of warrants.

16. The current and proposed status of the Proposed Allottees post the preferential issues namely:

Sl. No.	Name of Allottee	Current Status	Post Status
1.	AKS Indemnity Services LLP	Non-Promoter	Non-Promoter
2.	AKS Indemnity Project LLP	Non-Promoter	Non-Promoter
3.	Dinman Marketing Limited	Non-Promoter	Non-Promoter
4.	Virdhi Buildwell Limited	Non-Promoter	Non-Promoter
5.	Satabdi Tracom Private Limited	Non-Promoter	Non-Promoter
6.	Satabdi Tradelink Limited	Non-Promoter	Non-Promoter
7.	Unikat Trading Private Limited	Non-Promoter	Non-Promoter
8.	Goddard Vincom Private Limited	Non-Promoter	Non-Promoter
9.	Gajmukh Trading Private Limited	Non-Promoter	Non-Promoter
10.	Bass Trading Private Limited	Non-Promoter	Non-Promoter
11.	Nand Kishore Saraf	Non-Promoter	Non-Promoter
12.	Ritu Saraf	Non-Promoter	Non-Promoter
13.	Sarita Saraf	Non-Promoter	Non-Promoter
14.	Manoj Saraf	Non-Promoter	Non-Promoter
15.	Sarmila Saraf	Non-Promoter	Non-Promoter
16.	Keya Ghosh	Non-Promoter	Non-Promoter
17.	Rani Sharma	Non-Promoter	Non-Promoter
18.	Uday Sharma	Non-Promoter	Non-Promoter
19.	Dinesh Trivedi	Non-Promoter	Non-Promoter
20.	Jitendra Trivedi	Non-Promoter	Non-Promoter
21.	Sunita Trivedi	Non-Promoter	Non-Promoter
22.	Sumitra Devi Sureka	Non-Promoter	Non-Promoter
23.	Rajesh Kumar Sureka	Non-Promoter	Non-Promoter
24.	Anand Sureka	Non-Promoter	Non-Promoter
25.	Aman Sureka	Non-Promoter	Non-Promoter

Pursuant to the Conversion of Warrants into equity shares of the Company, two of the ten identified strategic investors namely M/s. AKS Indemnity Services LLP and M/s. AKS Indemnity Project LLP would acquire the majority shareholding in the Company i.e. 13250000 equity shares constituting 35.87% of the expanded equity and voting share capital of the Company each, aggregating to 26500000 equity shares constituting 71.74% of the expanded equity and voting share capital of the Company, therefore as a result of the proposed preferential allotment there shall be a significant change in control of the Company. The allotment of equity shares on conversion and change in control as aforementioned might trigger an obligation for Open Offer under Regulation 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the said LLPs might be construed as the Promoters of the Company.

17. Material Terms for Raising Securities:

No material terms other than stated above.

18. Principle terms of assets charged as securities:

Not applicable.

19. Undertakings:

The Company hereby undertakes that:

- I. None of the Company, its directors or Promoter or promoters Group (including directors of promoter group) has been declared as wilful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or promoters or promoters Group (including directors of promoter group) are a fugitive economic offender as defined under the SEBI (ICDR) Regulations, 2018;
- II. The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI (ICDR) Regulations, 2018;
- III. As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, and infrequently traded as well the provisions of Regulation 164(3) of SEBI (ICDR) Regulations, 2018 governing re-computation of the price of shares shall not be applicable;
- IV. The Company shall re-compute the price of the Equity Convertible Warrants to be allotted under the Preferential Issue, in terms of the provisions of SEBI (ICDR) Regulations, 2018 where it is required to do so;
- V. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the warrants to be allotted under the Preferential Issue shall continue to be locked in till the time such amount is paid by the warrant holder.
- VI. None of the Allottees have sold/transferred any Equity Shares of the Company during the 90 trading days preceding the Relevant Date.
- VII. The entire pre-preferential holding, if any, of the proposed allottees shall be locked in for the period as prescribed under SEBI (ICDR) Regulations, 2018.
- VIII. Valuation requirement is not applicable as the securities are proposed to be issued for cash consideration. However, the Company has obtained Valuation Report as required under Regulations 165 and 166A of the SEBI (ICDR) Regulations, 2018.
- IX. The issue of Equity Convertible Warrants shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.
- X. No person belonging to the Promoters / Promoter's Group has previously subscribed to any warrants of the Company but failed to exercise them; and
- XI. There are no outstanding dues to the Board, the stock exchanges or the depositories.

20. Lock-in Period:

The Equity Shares allotted pursuant to conversion will be subject to applicable lock-in and transfer restrictions stipulated in accordance with the SEBI (ICDR) Regulations, 2018.

21. Listing:

The Company will make an application to the MSEI and CSE for listing of the equity shares to be allotted pursuant to exercise of option for conversion of warrant by the Investors. Such equity shares, once allotted, shall rank pari-passu with the then existing equity shares of the Company in all respects, including dividend, and voting rights.

22. Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the Company or any of its promoters or directors is a willful defaulter:

It is hereby declared that neither the Company nor its promoters and directors are willful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and none of its directors or Promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.

23. Practicing Company Secretary' Certificate:

A copy of the certificate from Mr. Anand Khandelia, (Membership No. 5803), Practicing Company Secretary certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018 shall be placed before the shareholders at the proposed AGM and the same shall be available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch of the AGM Notice till the date of AGM. This certificate is also placed on the website of the Company at www.patnaelectricssupplycompany.com.

24. Other disclosures:

The Committee of Independent Directors have provided a reasoned recommendation after considering all aspects of the proposed preferential issue, at their meeting held on Saturday, August 24, 2024 the same is attached to the notice hereto.

In the event that the Company completes any form of capital restructuring prior to the exercising of the Warrants, then, the number of Equity Shares that are issued against the exercise of each Warrant and the price payable for such Equity Shares, shall be appropriately adjusted in a manner that, to the extent permitted by applicable laws, Warrant Holder: (a) receives such number of Equity Shares that Warrant holder would have been entitled to receive; and (b) pays such consideration for such Equity Shares to the Company which Warrant holder would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring.

In case any of the Allottees fail to subscribe the number of Equity Convertible Warrants proposed to be allotted to them, the other prospective Allottees shall be entitled to subscribe the same.

In terms of the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), Regulation 160 (b) Chapter V of the SEBI (ICDR) Regulations, 2018 the said issue of Convertible Warrants requires prior approval of the shareholders of the Company by way of a special resolution.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI (ICDR) Regulations, 2018 including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the Equity Convertible Warrant on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and their relatives and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution number 8 of the notice as a Special Resolution.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

For The Patna Electric Supply Co. Ltd.

Registered Office
3 Khetra Das Lane, 1st Floor
Kolkata-700012
August 24, 2024

Sd/-
Vishal Kumar Sharma
Managing Director
(DIN- 07310503)

Additional information on Director recommended for re-appointment as required under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Name of the Director	Mr. Vishal Kumar Sharma	Mrs. Manju Joshi
DIN	07310503	08275359
Date of Birth	05/07/1994	10/01/1962
Age	29	62
Date of Appointment	August 22, 2020	June 21, 2024
Relationship with Directors	Not related with any director	Not related with any director
Expertise in Specific functional area	Accounting, Compliance and Management	Accounting, Finance and Management
Qualification	B. Com	B. Com
Board Membership of Companies as on March 31, 2024	1. Metro Commercial Company Ltd 2. Konark Commercial Ltd 3. Patna Electric Supply Co Ltd 4. Lashshift Infrastructure Private Limited 5. Blueland Infrastructure Private Limited 6. Rightvisual Trading Private Limited 7. Jubliant Software Traders Private Limited 8. Mahanth Multitrading Private Limited	1. Blueland Infrastructure Private Limited 2. Joinwoods Infraprojects Private Limited 3. Jubliant Software Traders Private Limited 4. Shirly Real Estate Private Limited 5. Round Link Multitrading Private Limited 6. Pathik Infraprojects Private Limited 7. Looksons Developers Private Limited
Chairman/Member of the Committees of the Board of Directors as on March 31, 2024	-	-
Number of Shares held in the Company as on March 31, 2024	2,56,266	-
Terms and Conditions of appointment or re-appointment along with details of remuneration, if any to be paid and the remuneration last drawn	Terms and Conditions of appointment or re-appointment are as per the Remuneration and Nomination Policy of the Company.	Terms and Conditions of appointment or re-appointment are as per the Remuneration and Nomination Policy of the Company
Justification for choosing the appointees for appointment as Independent Directors	Retiring by rotation, thus not applicable	Having 5 years of experience in the field of Accounting, Finance and Management
Number of Meetings of the Board attended during the financial year (2023-24)	4 out of 4	NA

INSTRUCTIONS FOR E-VOTING

Dear Member,

In compliance with Regulation 44, SEBI Listing Obligations and Disclosure Requirements, 2015 and Section 108 of the Companies Act, 2013, read with the applicable rules, the Company is pleased to provide e-voting facility to all its Members, to enable to cast their vote electronically instead of dispatching the physical postal ballot form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members.

1. The procedure with respect to **remote e-voting** is provided below:

- (i) The voting period begins on **September 25, 2024 (9.00 A.M.)** and ends on **September 27, 2024 (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 (record date) of **September 21, 2024**, may cast their vote electronically. The e- voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	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 are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System My easi. 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 the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with NSDL	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: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with

	NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 & voting during the meeting.

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

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat Form**

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

	For Physical shareholders another than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. • If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
---	--

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for **PATNA ELECTRIC SUPPLY CO LTD** on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details
- (xi) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; pesclco@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor,

Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013
or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

GENERAL INSTRUCTIONS

- a) The e-voting period begins from **Wednesday, September 25, 2024 at 9.00 AM and ends on Friday, September 27, 2024 at 5.00 PM.** During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off/entitlement date of **September 21, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.
- b) Members of the Company holding shares either in physical form or in dematerialized form as on the cut-off/entitlement date of **September 21, 2024** may cast their vote electronically.
- c) Mr. Md. Shahnawaz (COP No. 15076) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- d) The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- e) Results shall be declared on or after the 101st Annual General Meeting of the Company. This Notice as well as the Results declared along with the Scrutinizer's Report shall be placed on the website of CDSL within two (2) days of passing of the resolutions at the 101st Annual General Meeting of the Company and shall be communicated to the Stock Exchange(s).

For The Patna Electric Supply Co. Ltd.

Registered Office
3 Khetra Das Lane, 1st Floor
Kolkata-700012
August 24, 2024

Sd/-
Vishal Kumar Sharma
Managing Director
(DIN- 07310503)

THE PATNA ELECTRIC SUPPLY CO LTD

Registered Office: 3 Khetra Das Lane, 1st Floor, Kolkata- 700012

CIN: L40109WB1956PLC023307

Phone: +91-33-40032108; **E-mail:** pesclco@gmail.com

Website: www.patnaelectricssupplycompany.com

ATTENDANCE SLIP

Folio / DP ID & Client Id No.	
Name	
Address	
Joint Holder's Name	
No. of Shares	

I hereby record my presence at the 101st Annual General Meeting of the Company being held on Saturday, September 28, 2024, at 1:30 PM at the Registered Office of the Company 3, Khetra Das Lane, 1st Floor, Kolkata- 700012.

Signature of the Shareholder/Proxy Present

--

1. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.
2. Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

Note: - PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

THE PATNA ELECTRIC SUPPLY CO LTD

Registered Office: 3 Khetra Das Lane, 1st Floor, Kolkata- 700012

CIN: L40109WB1956PLC023307

Phone: +91-33-40032108; E-mail: pesclco@gmail.com

Website: www.patnaelectricssupplycompany.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

FOLIO/DP ID AND CLIENT ID:	
NAME OF THE MEMBER:	
REGISTERED ADDRESS:	
ADDRESS:	E MAIL ID:

I/ We, being the member(s) of The Patna Electric Supply Co Ltd. holding _____ shares of the Company, hereby appoint

Name:- _____ Address:- _____
Email Id:- _____ Signature:- _____
or failing him/her
Name:- _____ Address:- _____
Email Id:- _____ Signature:- _____
or failing him/ her
Name:- _____ Address:- _____
Email Id:- _____ Signature:- _____

as my/ our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 101st Annual General Meeting to be held on **Saturday, September 28, 2024, at 1:30 PM** at 3, Khetra Das Lane, 1st Floor, Kolkata- 700012 and at any adjournment thereof in respect of resolutions as are indicated below:

Resolution Nos.	Description of Resolution	Vote (Please mention no. of shares)		
		For	Against	Absent
Ordinary Business				
1.	Ordinary Resolution: Approval of the Audited Financial Statements of the Company for the financial year ended March 31, 2024, and the Reports of the Board of Directors and Auditors thereon.			
2.	Ordinary Resolution: Re-appointment of Mr. Vishal Kumar Sharma (DIN: 07310503) who retires by rotation and, being eligible, offers himself for re-appointment.			
3.	Ordinary Resolution: Appointment of M/s. Arun Jain and Associates (FRN 325867E), Chartered Accountants, as Statutory Auditor of the Company to hold office upto Annual General Meeting to be held in 2029.			
Special Business				
4	Ordinary Resolution: Appointment of Mrs. Manju Joshi (DIN- 08275359) as an Independent Director			
5	Special Resolution: Adoption of new set of Memorandum of Association of the Company as per Companies Act, 2013.			
6	Special Resolution: Adoption of new set of Articles of Association of the Company as per Companies Act, 2013			
7	Special Resolution Increase in the Authorized Share Capital of the Company and Alteration of Capital Clause in Memorandum of Association of the Company			
8	Special Resolution Issuance of Convertible Warrants under Preferential Allotment by way of Private			

	Placement (“Preferential Issue”) to the Strategic Investors/Non- Promoter Category			
Signed this _____ day of _____, 2024; Member’s Folio./ DP ID/Client Id No. _____ Signature of Shareholder: _____; Signature of the Proxy: _____				Affix Revenue Stamp

Notes:

- a. Proxy need not to be a member of the Company
- b. The proxy form in order to be effective should be duly signed by the Member across the Revenue Stamp and should reach at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
- c. Corporate Members intending to send their authorised representative(s) to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representatives to attend the meeting and vote on their behalf at the meeting.
- d. It is optional to indicate your preference. If you leave the for, against and abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may think appropriate.

Route map for the location of the venue of the 101st Annual General Meeting of the Company is given below:
Landmark: SRMB Steel

