

NOTICE OF 11TH AGM



Notice is hereby given that the 11th Annual General Meeting of the Members of Pranik Logistics Limited will be held on **Wednesday, 20th August, 2025 at 12:30 p.m. (IST)** through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business(es):

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2025 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mrs. Minal Sonthalia (DIN: 10456310) who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.

Special Business:

3. Appointment of Mr. Nikunj Sonthalia as an Executive Director and Approval of his Remuneration

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the rules made thereunder (including any statutory modification or re-enactment thereof), and upon recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members be and is hereby accorded for the appointment of Mr. Nikunj Sonthalia (DIN: 08036743), who was appointed as an Additional Director in the category of Executive Director by the Board of Directors with effect from 27th May, 2025 and who holds office up to the date of this Annual General Meeting pursuant to Section 161(1) of the Act, as a Whole-time Director of the Company, for a period of five (5) years with effect from 27th May, 2025, liable to retire by rotation, on the following terms and conditions:

- **Remuneration:** ₹1,00,000 (Rupees One Lakh only) per month;
- **Perquisites and Allowances:** As may be decided by the Board of Directors from time to time, subject to the overall limits under Section 197 of the Companies Act, 2013.

"FURTHER RESOLVED THAT in the event of no profits or inadequate profits in any financial year during the tenure of Mr. Nikunj Sonthalia, the Company shall be entitled to pay the above remuneration as minimum remuneration in accordance with the applicable limits and conditions specified in Section II of Part II of Schedule V to the Companies Act, 2013, as may be amended from time to time, without any further approval from shareholders."

"FURTHER RESOLVED THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to revise, vary, or increase the remuneration payable to Mr. Nikunj Sonthalia from time to time, within the limits prescribed under the Companies Act, 2013 and Schedule V thereto, without any further reference to the shareholders, and to do all such acts, deeds, matters, and things as may be necessary to give effect to this resolution."

4. Appointment of Secretarial Auditor for a term of 5 years

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

"RESOLVED THAT pursuant to the provisions of Section 204(1) and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in alignment with good corporate governance practices as envisaged under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), based on the recommendation of the Audit Committee and the Board of Directors, the consent of the members be and is hereby accorded to appoint Ms. Prachi Todi (Membership No. 53022), Practising Company Secretary, and a peer reviewed professional, as the Secretarial Auditor of the Company for a period of five (5) consecutive financial years, commencing from the financial year 2025-26 to 2029-30, on such remuneration and terms and conditions as stated in the explanatory statement of this Notice.

"FURTHER RESOLVED THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

5. Appointment of Mr. Roshan Kumar Bajaj as an Independent Director of the Company

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (the 'Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, Mr. Roshan Kumar Bajaj (DIN: 07375146) who was appointed as an Additional Director in the category of Non-Executive, Independent, with effect from 22nd July, 2025 in terms of Section 161 of the Act and who holds office up to the date of this Annual General Meeting, and who has submitted a declaration confirming eligibility and independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from 22nd July, 2025."

"FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

Registered Office:
PS Srijan Tech Park, 14th Floor,
DN Block, Sector-V, Saltlake, Kolkata, WB-700091

Place: Kolkata
Date: 22nd July, 2025

**By Order of the Board
Pranik Logistics Limited**

**Sd/-
Anushree Chowdhury
Company Secretary &
Compliance Officer**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act') and the Secretarial Standard - 2 on General Meeting ('SS-2'), setting out the material facts concerning each item of Ordinary / Special Business to be transacted at the meeting is annexed to this Notice.
2. The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, the latest being 9/2024 dated September 19, 2024, (collectively referred to as "MCA Circulars") and in terms of the Securities and Exchange Board of India ('SEBI') in continuation to its previous No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, No. SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated 5th January, 2023 further extended the relaxation vide Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 ('SEBI Circulars'), and in compliance with the provisions of the Act and with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company is convening the Annual General Meeting ('AGM') through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'). The deemed venue for the AGM will be the Registered Office of the Company, i.e., PS Srijan Tech Park, 14th Floor, DN Block, Sector-V, Saltlake, Kolkata, WB-700091.
3. Since the AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. The businesses set out in this Notice will also be transacted through electronic voting system and for this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL. Instructions and other information relating to e-voting are given in this Notice under Note no. 18. The Company will also send communication to the members relating to remote e-voting which inter-alia would contain details about User ID and password, separately.
5. Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting, pursuant to the provisions of Section 112 and 113 of the Act. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address at info,prachi92@gmail.com and evoting@nsdl.com with a copy marked to investor.support@pranikgroup.com.
6. In case of joint shareholders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
7. Details of Director including his brief profile, seeking re-appointment in terms of Regulation 36(3) of the Listing Regulations and SS - 2 are annexed hereto and forms part of this Notice. The Director has furnished the requisite declaration for her re-appointment.
8. In compliance with the above AGM related Circulars and in order to support the "Green Initiative in the Corporate Governance" by the Ministry of Corporate Affairs, the Annual Report for the FY 2024-25 and the Notice of the 11th AGM of the Company inter alia indicating the process and manner of e-voting are being sent only in electronic form, to all those Members whose e-mail IDs are registered with Company/Company's Registrar and Share Transfer Agent i.e., Maashitla Securities Private Limited ('RTA')/Depository/Depositories Participants for communication purposes.

Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website <https://pranikgroup.com/financial-information/> website of the Stock Exchange i.e., National Stock Exchange of India Limited (NSE) at <https://www.nseindia.com/> and on the website of NSDL at <https://www.evoting.nsdl.com>.

9. Members holding shares in dematerialised form are requested to intimate immediately any change in their email ID or address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members are also requested to notify any change in their email ID or bank mandates or address to the Company/RTA and always quote their Folio Number or DP ID and Client ID Numbers in all correspondence with the Company/RTA.
10. Pursuant to the amendment to Regulation 40 of the Listing Regulations and SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, listed companies shall issue the securities in dematerialised form only, while processing investor service request pertaining to issuance of duplicate share certificate; claim from Unclaimed Suspense Account; renewal/ exchange of securities certificates; endorsement; sub-division/splitting of share certificates; consolidation of securities certificates; including transmission and transposition.
11. As per the provisions of the Act, the facility for making nominations is available to the shareholders in respect of the equity shares held by them. This facility is made available folio wise to individual shareholders including joint holders and for the entire shares registered under the folio. Members holding shares in dematerialised form may contact and consult their respective depository participants (DP) for availing the nomination facility.
12. Non-Resident Indian Members are requested to inform the RTA immediately of:
 - Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code number.
 - Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
13. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
14. The Company has designated an exclusive e-mail ID investor.support@pranikgroup.com which would enable the members to communicate their grievances. The members may send their grievances, if any, to this e-mail ID for its quick redressal. Further, SEBI vide circular dated July 31, 2023 read with Master Circular dated December 29, 2023, has been established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.

Pursuant to above mentioned circulars, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at <https://pranikgroup.com/investors-information/>.
15. Members desirous of obtaining any information concerning Financial Statements and operations of the Company or any other matter to be placed at the meeting are requested to send their queries at an early date before the date of AGM, through email on investor.support@pranikgroup.com. The same will be replied by the Company suitably.
16. All relevant documents referred to in this Notice and explanatory statement requiring the approval of the Members at the Meeting, Statutory Registers will be available for inspection in electronic mode without any fee. Members seeking to inspect such documents can send email at investor.support@pranikgroup.com mentioning their name, folio no / DP ID and Client ID along with a self-attested copy of their PAN card.

17. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio. The consolidation will be processed in demat form.

18. Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Listing Regulations, the Company is pleased to provide remote e-voting facility to the members to exercise their right to vote in respect of the resolutions to be passed at 11th AGM by electronic means and the business may be transacted through e-voting services provided by the NSDL. The facility for casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by the NSDL.

I. The remote e-voting period shall commence on Sunday, 17th August, 2025 at 9:00 a.m. (IST) and will end on Tuesday, 19th August, 2025 at 5:00 p.m. (IST). During this period the members of the Company, holding shares either in physical form or in dematerialised form, as on Friday, 13th August, 2025 ('cut-off date for e-voting') may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by shareholder, the shareholder shall not be allowed to change it subsequently.

II. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on **13th August, 2025 ('cut-off date')** only shall be entitled to vote through remote e-voting and through voting at the AGM. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date.

III. The Board of Directors has appointed Ms. Prachi Todi, Practicing Company Secretary (ACS No. 53022, CP No. 22964) as the scrutinizer to scrutinize the voting during the AGM and the remote e-voting process in a fair and transparent manner and required consent for such appointment has been received.

IV. Members desiring to vote through remote e-voting and join virtual meeting may refer to the following steps:

Step 1: Access to NSDL e-Voting system





Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

Step 1: Access to NSDL E-voting system

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, individual members holding shares in dematerialised form can participate in the e-Voting process by way of a single login credential, through their demat accounts or websites of depositories/DPs. Members are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Login method for **Individual shareholders holding securities in demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

LOGIN TYPE	HELPDESK DETAILS
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at e-voting@nsdl.com or contact at toll free no. 022 4886 7000.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at toll free no.: 1800 21 09911.</p>

B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login i.e., Step 1. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.
4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - I. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - II. If your e-mail ID is not registered, then please follow the steps as mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join AGM on NSDL e-Voting system

How to cast your vote electronically and join AGM on NSDL e-Voting system?

- I. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- II. Select "EVEN" of the company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- III. Now you are ready for e-Voting as the Voting page opens.
- IV. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- V. Upon confirmation, the message "Vote cast successfully" will be displayed.
- VI. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- VII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Login method for Shareholders holding securities in Physical form as well as in Demat mode is given below:

PAN – Enter your 10-digit alpha-numeric PAN issued by Income Tax Department. Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in CAPITAL letters and the 8-digits of the sequence number in their 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.

DOB or Bank Account Number – Enter the Bank Account Number or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account with the Depository or in the Company records for your folio.

If both the details are not recorded with the Depository or Company then please enter the member-id/ folio number in the Bank Account Number details field.

General Guidelines for shareholders

- I. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail info.prachi92@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- II. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e., 13th August 2025, may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 4430. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned in the Notice of the AGM under "**Step 1 :Access to NSDL e-Voting system" (Above).**
- III. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- IV. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders/Members and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 4486 7000 or send a request to Mr. Pritam Dutta, Assistant Manager, at pritamd@nsdl.com / evoting@nsdl.com
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

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

1. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor.support@pranikgroup.com or compliance@maashitla.com. If you are an individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
2. Alternatively, shareholders/Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The instructions for members for e-voting on the day of the AGM are as under: -

- a. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b. Only those Members/shareholders, who will be present at the AGM and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- c. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
- e. Members are requested to follow the instructions, if any, provided during the currency of the AGM for remote e-voting.

The instructions for members for e-voting on the day of the AGM are as under: -

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join Meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and shall be available for Members on first-come-first-served-basis.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at investor.support@pranikgroup.com latest by 5:00.p.m. (IST) on Monday, 18th August, 2025.
7. Members who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor.support@pranikgroup.com latest by 5:00.p.m. (IST) on Monday, 18th August, 2025. The same will be replied by the company suitably.
8. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
10. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

11. Members who need assistance before or during the AGM, can contact Mr. Pritam Dutta, Assistant Manager, NSDL at pritamd@nsdl.com/evoting@nsdl.com or call on 022- 2499 7000.
12. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act read with the relevant AGM Circulars.

Other Instructions

1. The Scrutinizer shall after the conclusion of voting at the meeting, first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall submit not later than 48 hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
2. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.pranikgroup.com and on the website of NSDL and also be displayed on the Notice Board of the Company immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be simultaneously communicated to the Stock Exchange where the shares of the Company are listed within 48 hours from the conclusion of the AGM.
3. The scrutinizer's decision on the validity of e-voting will be final.
4. The Notice of AGM is being sent to the members, whose names appear in the Register of Members/ Depositories as at closing hours of business, on 18th July, 2025.
5. The resolutions shall be deemed to be passed on the AGM date i.e., 20th August, 2025, subject to receipt of the requisite number of votes in favour of the resolutions.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 27th May, 2025, appointed Mr. Nikunj Sonthalia (DIN: 08036743) as an Additional Director of the Company in the category of Executive Director, effective same day. Pursuant to Section 161(1) of the Companies Act, 2013, he holds office up to the date of this Annual General Meeting. The Company has received a notice in writing from a member proposing his candidature for the office of Director under Section 160(1) of the Companies Act, 2013.

It is proposed to regularise his appointment and appoint him as a Whole-Time Director of the Company for a term of five years from 20th August, 2025, subject to shareholder approval by Special Resolution under Sections 196, 197, 198 and Schedule V of the Companies Act, 2013 liable to retire by rotation, on following terms of remuneration proposed are as follows:

- **Fixed Salary:** ₹1,00,000 per month
- **Perquisites/Allowances:** As may be approved by the Board from time to time, in accordance with the Company's managerial remuneration policy.
- **Performance-Linked Bonus (Optional):** May be considered by the Board based on predefined performance metrics and business targets.

Although, the Company currently has adequate profits and the remuneration is within the limits prescribed under Section 197(1) of the Companies Act, 2013, the Board proposes to seek shareholders' approval by way of a Special Resolution under Section 197 read with Schedule V, to enable payment of minimum remuneration in any financial year where the Company may have no or inadequate profits, during the tenure of Mr. Sonthalia.

The resolution also enables the Board to revise the remuneration from time to time, subject to compliance with applicable limits under Schedule V, without requiring further shareholder approval, thereby reducing compliance delays while ensuring governance, provided such remuneration remains within the applicable limits.

Additional disclosures as required under Schedule V to the Companies Act, 2013:

- **Background and Experience:** Mr. Nikunj Sonthalia has been associated with the business functions of the Company and brings valuable insights into logistics operations, vendor management, and strategic planning.
- **Past Remuneration:** Not applicable, as this is his first appointment as Executive Director of the Company.
- **Job Profile and Suitability:** Mr. Sonthalia will oversee key functions of the Company's operations and business expansion strategy and is considered fit for the position by the Board.
- **Remuneration Proposed:** ₹1,00,000 per month plus perquisites and allowances as may be decided by the Board, within the limits of the Companies Act, 2013.
- **Comparative Remuneration:** The remuneration is commensurate with the size and nature of the Company and is in line with industry norms for similar positions.
- **Pecuniary Relationship:** Except for the proposed remuneration, Mr. Nikunj Sonthalia does not have any other pecuniary relationship with the Company.

In line with the provisions of Section 197 read with Schedule V to the Companies Act, 2013, the Company seeks approval of shareholders by way of Special Resolution to enable payment of remuneration to Mr. Nikunj Sonthalia, not only in the current scenario where the Company has adequate profits, but also in future years where the Company may have inadequate or no profits.

Except the appointee, and his relatives, none of the Directors or Key Managerial Personnels of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

Disclosure as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard- 2 issued by the Institute of Company Secretaries of India are set out and annexed as **Annexure** to this notice.

Item No. 4:

The Board of Directors of the Company, at its meeting held on 23rd July, 2025 considered and approved the appointment of Ms. Prachi Todi, Practising Company Secretary (Membership No. 53022, COP No. 22964), a peer reviewed professional as the Secretarial Auditor of the Company for a continuous term of five (5) financial years, i.e., from FY 2025-26 to FY 2029-30, subject to approval of the members

Though, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not mandatorily applicable to SME-listed companies, the Board has, in the interest of better corporate governance and regulatory discipline, voluntarily adopted the requirement relating to Secretarial Audit and fixed-term appointment of the Secretarial Auditor in line with recent SEBI LODR amendments.

The proposed fees payable to the Secretarial Auditor for the Financial Year 2025-26 is approximately ₹30,000/- per annum, which may be revised in subsequent years. The detailed terms and scope of the audit, including the final fees, shall be mutually agreed upon between the Secretarial Auditor and the Board of Directors, from time to time.

The Board recommends the resolution as set out at Item no. 4 of this Notice, for the approval of the Shareholders as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested financially or otherwise in the proposed resolution.

Item No. 5:

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, had appointed Mr. Roshan Kumar Bajaj (DIN: 07375146) as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from 22nd July 2025 as per the provisions of the Companies Act, 2013 (the 'Act'). In accordance with the said provisions, he holds office up to the date of the ensuing Annual General Meeting.

The Company has received a declaration from him confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015. In the opinion of the Board, Mr. Bajaj possesses appropriate skills, experience, and knowledge and fulfills the conditions for appointment as an Independent Director.

The Board proposes to appoint Mr. Roshan Kumar Bajaj (DIN: 07375146) as a Non-Executive Independent Director for a term of five (5) consecutive years from 22nd July 2025, not liable to retire by rotation. The Company has received consent in writing from him to act as the Director and a declaration that he is not disqualified from being appointed under the Act.

The brief profile and background of the proposed Director are annexed herewith and forms part of this Notice.

The proposed Director has also affirmed to the Company that he has registered themselves with the databank maintained by the Indian Institute of Corporate Affairs (IICA) as an Independent Director in compliance with the prescribed Rules under the Act. As per the opinion of the Board, he fulfills the criteria specified in the Act & the Rules framed hereunder and the Listing Regulations for his appointment as an Independent Director and it is desirable to avail his service as an Independent Director.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mr. Roshan Kumar Bajaj as an Independent Director in the interest of the Company and recommends the Ordinary Resolution as set out at Item no. 5 of the AGM notice for approval of the Shareholders.

Except the appointee, and his relatives, none of the Directors or Key Managerial Personnels of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

Disclosure as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard- 2 issued by the Institute of Company Secretaries of India are set out and annexed as **Annexure** to this notice.

ANNEXURE
Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out herein below:

Name of Director	Mrs. Minal Sonthalia	Mr. Nikunj Sonthalia	Mr. Roshan Kumar Bajaj
DIN	10456310	08036743	07375146
Date of Birth	19 th March, 1997	7 th July, 1999	14 th December, 1983
Age	28 years 3 months	26 years	41 years, 7 months
Nationality	Indian	Indian	Indian
Date of First Appointment on the Board	8 th January, 2024	27 th May, 2025 as an Additional Director designated in the category of Executive Director.	22 nd July, 2025 as an Additional Director designated as an Independent Director.
Qualifications	Bachelor of Education and Master of Commerce	Post Graduate Diploma in Management	Fellow Chartered Accountant, ICAI (2007) - IFRS Certification, ICAI - FAFD Certification, ICAI -B.Com (Hons.), University of Calcutta
Experience (including nature of expertise in specific functional areas)/ Brief Resume	Mrs. Minal Sonthalia is the promoter and Non-Executive Non-Independent Director of our Company. She has been appointed as Non-Executive Director of our Company on January 8, 2024. She completed her Bachelor of Education from Singhania University in the year 2020 and her Master of Commerce from IGNOU in the year 2021. She has an experience of more than 4 years in the logistics industry. Her role involves analysis of industry trends and assisting the board in making equitable decisions.	Mr. Nikunj Sonthalia, aged 26 years, is a young and dynamic professional with a strong academic background and emerging leadership in business. He has completed his graduation in Commerce from St. Xavier's College, Kolkata, and holds a Post Graduate Diploma in Management (PGDM) with a specialization in Healthcare Management from the Goa Institute of Management. Mr. Sonthalia joined his family business a year ago and has since been actively involved in various strategic and operational aspects of the enterprise. With a clear understanding of business fundamentals and a modern approach to management, he has been contributing to the growth and transformation of the organization. His appointment as an Executive Director on the Board of Prantik Logistics Limited reflects the Company's vision to infuse young leadership and drive innovation in its operations.	Mr. Roshan Kumar Bajaj is a seasoned audit and assurance professional with broad experience across sectors like Telecom, FMCG, Cement, Healthcare, and more. Formerly with Deloitte Haskins & Sells LLP, he led key audit engagements and helped implement audit management tools and ERP systems. His expertise spans system development, internal financial and IT controls, and the implementation of IFRS and Ind AS, bringing a strategic, tech-driven approach to financial governance and compliance.
Terms and conditions of appointment or re-appointment	Mrs. Minal Sonthalia is a Non-Executive Director, retires by rotation and being eligible, offers herself for re-appointment.	As per the Nomination & Remuneration Committee and Explanatory Statement to the Notice.	As per the Nomination & Remuneration Committee and Explanatory Statement to the Notice.

Details of remuneration sought to be paid.	Only sitting fees are proposed to be paid by the Company to the Non-Executive Directors for attending meetings of the Board and Committees thereof.	Rs. 1,00,000 per month Also, he has no pecuniary relationship apart from remuneration	As per the Nomination & Remuneration Committee and Explanatory Statement to the Notice.
Details of remuneration last drawn (including sitting fees, if any)	During the previous financial year, the Non-Executive Directors were paid only sitting fees for attending meetings of the Board and its Committees. No other remuneration was paid.	past remuneration is not applicable (first appointment).	past remuneration is not applicable (first appointment).
Number of meetings of the Board, Committee and General Meeting attended during the year 2025-26 (till the date of AGM Notice)			
<i>Board Meetings</i>	<i>5 out of 5 meetings</i>	<i>2, since the date of appointment till date</i>	<i>NA</i>
<i>Board Committee Meetings</i>	<i>3 meetings of Nomination and Remuneration Committee</i>	<i>NA</i>	<i>NA</i>
<i>General Meeting</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>
Number of Shares held in the Company	150 equity shares	Nil	Nil
Directorship held in other Companies	None	None	JPNR Corporate Consultants Private Limited
Chairman/ Member of Committees of Board of Director of other Listed Companies	None	None	None
Disclosure of relationships between Directors/KMP inter-se	Mrs. Minal Sonthalia is the spouse of Mr. Pranav Kumar Sonthalia, Managing Director and sister-in-law of Ms. Shradha Kumari, Non-Executive Director and related to Mr. Nikunj Sonthalia, Executive Director of the Company.	Mr. Nikunj Sonthalia does not fall under the definition of a 'relative' as per Section 2(77) of the Companies Act, 2013 and Regulation 2(1)(zd) of SEBI LODR Regulations, which define "relative" to include immediate family members such as spouse, parents, siblings, children, and their respective spouses. However, in the interest of transparency, it is disclosed that Mr. Nikunj Sonthalia is the cousin of Mr. Pranav Kumar Sonthalia, Managing Director, and Ms. Shradha Kumari, Non-Executive Director of the Company, and brother-in-law of Mrs. Minal Sonthalia, Non-Executive Director of the Company. This information is shared purely for disclosure and transparency purposes.	None
Listed entities from which resigned in the past 3 (three) years	None	None	None