

PNY SABHA FINANCE LTD

(CIN : U65910KL1995PLC009493)

Regd Office : 7/276/A, Peringottukara Namboothiri Yogakshema Sabha Building,
Anthikad, Thrissur-680 641**PH:**0487-2630208 **Toll Free No.**1800425020 **Website:**www.pnysabha.com, **Email:** pnysshare@gmail.com**NOTICE**

NOTICE is hereby given that the **EXTRA ORDINARY GENERAL MEETING (1/EGM/2025-26)** of the shareholders will be held on Friday, **20th March, 2026 at 11.00 A.M.** IST through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') for which purpose the Registered office of the company situated at **7/276/A, Peringottukara Namboothiri Yogakshema Sabha Building, Anthikad, Thrissur-680 641** shall be deemed as the venue for the **EXTRA ORDINARY GENERAL MEETING (EGM)**, to transact the following businesses :

SPECIAL BUSINESS**Item No. 1: PRIVATE PLACEMENT – COMPULSORY CUMULATIVE CONVERTIBLE PREFERENCE SHARES:**

To consider review and if thought fit, to pass with or without modification (s) the following resolution as **SPECIAL RESOLUTION**

“RESOLVED THAT pursuant to sections 42, 55, 62 (1)(C) and other applicable provisions of companies Act 2013 and rules made thereunder, read with companies (share capital and debentures) Rules 2014 , companies (prospectus and allotment of securities) rules 2014 the articles of association of the company and subject to approvals as may be required, consent of the members be and is hereby accorded to the board of Directors to approve, offer issue and allot, in one or more tranches up to 1,00,00,000 (One Crore) 9% Compulsory Convertible Preference Shares (“CCPS”) of ₹10 each aggregating to ₹10 crore on private placement basis to the investors identified by the board on private placement basis during the financial years 2025-26 and 2026-27, on such terms and conditions as the board may determine in accordance with the applicable law “

RESOLVED FURTHER THAT the issue shall be made in multiple tranches over a period of 10 months starting from March 2026 to December 2026, each tranche will not exceed 50 offerees (excluding present and past employees) and the total number of offerees will not exceed 400 Nos and the total amount will not exceed Rs 10 crores. The issue will be spread across FY 2025-26 and FY 2026-27, and in each financial year will not exceed 200 no's in compliance with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014

RESOLVED FURTHER THAT CCPS shall be convertible in to equity shares of ₹10 each of the company with in a period not exceeding five (5) years from the date of allotment of each tranche.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to:-

- Identify and approve the list of proposed offerees for each tranche.
- Ensure that each tranche shall be offered to not more than 50 persons.
- Issue the private placement offer letter in form PAS-4 for each tranche.
- Determine the number of CCPS to be issued in each tranche, provided the aggregate limit of ₹10 crore and total number 400 is not exceeded;

For P.N.Y. SABHA FINANCE LTD.


Managing Director

- e) Allot CCPS with in statutory timelines;
- f) Vary, modify or alter the terms of issue within the limits approved herein.
- g) Delegate powers to a committee of directors or any other Director /officer of the company
- h) File PAS-3 and other statutory forms with the registrar of companies:
- i) Do all such acts deeds and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT subject to applicable laws, the consent of the members in the general meeting, consent of the board be and is hereby accorded to issue and allot 1,00,00,000 (One Crore) Compulsory Convertible Preference Shares of ₹10 each aggregating to ₹10 crore on private placement basis to the investors identified by the board on private placement basis on the terms set out herein below:

- a) The priority with respect to repayment of capital vis-a-vis to equity shares - CCPS shall rank senior to the equity shares of the company
- b) Participation in surplus fund - CCPS shall not have any participation in surplus funds of the company
- c) The participation in surplus assets and profits, on winding up which may remain after the entire capital has been repaid - CCPS holder shall not have the right to participate in surplus assets and profits on winding up which may remain after the entire capital has been repaid.
- d) CCPS shall be entitled to a cumulative dividend of 9%.
- e) CCPS shall be converted in the ratio of 1:1 (one equity share of ₹10 for one CCPS of ₹10).
- f) CCPS shall not have any voting rights.
- g) CCPS shall be converted into equity shares prior to the expiry of five years from the date of such issuance.
- h) On conversion the equity shares so converted shall be treated at par with other existing equity shares

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board be and is hereby authorized to do all such acts deeds matters and things and execute all such deeds documents instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and ~~commission~~ and incur expenses in relation thereto give, from time to time such directions as may be necessary expedient, usual or proper and to settle any question or doubt that may arise in relation thereto or as the board in its absolute discretion may think fit”.

For and on behalf of the Board of Directors

For P.N.Y. SABHA FINANCE LTD.



M S Predeep (DIN: 00323900)
(Managing Director)

Place: Anthikad
Date : 19.02.2026

Notes:-

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 in relation to “Clarification on holding of extra ordinary General Meeting (“EGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the EGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of Companies Act, 2013 (“the Act”), and Secretarial Standard-2 on General Meetings (“SS-2”) issued by The Institute of Company Secretaries of India, the EGM is being convened and conducted through VC which does not require physical presence of members at a common venue. The deemed venue for EGM shall be the Registered Office of the company.
2. As per the aforementioned MCA circulars, since the EGM is being held through VC where physical attendance of members has been dispensed with; there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the members will not be made available for the EGM.
3. The facility for voting through remote e-voting and e-voting during the EGM shall also be provided by KFIN Technologies Limited.
4. In compliance with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the company is providing the facility of remote e-voting to all members as per the applicable Regulations relating to e- voting. Such remote e-voting facility is in addition to voting that shall take place during the EGM. The members who have cast their vote through remote e-voting prior to the EGM shall not be entitled to cast their vote again during the EGM. A separate e-voting instruction slip is enclosed explaining the process of e-voting with necessary user id and password along with procedure for such e-voting and participation in the EGM through VC.
5. The company has appointed **Sri. M. Vasudevan FCS, Practicing Company Secretary**, to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner and in accordance with the provisions of the Act and the Rules made thereunder.
6. Since the EGM is being held through VC, route map is not annexed to this notice.
7. The web link for participating in the EGM will be intimated later through email.
8. The cut-off date for the purpose of entitlement for voting (including remote e-voting) is 13th March, 2026
9. The Company has fixed 13th March 2026 as the “Record Date” for the purpose of the EGM and to ascertain the eligibility to participate in the EGM, if any.
10. The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available for remote e-voting:-
11.

Commencement of remote e-voting	9.00 am (IST) on 17 th March, 2026
End of remote e-voting	5.00 pm (IST) on 19 th March, 2026
12. All shareholders who have not dematerialized their shares so far are once again requested to do so without delay. Company secretary and CFO of Your company shall extend all help if needed and are requested to contact them whenever required

For P.N.Y. SABHA FINANCE LTD.


Managing Director

Explanatory statement in respect of special business pursuant to section 102 of the Companies Act, 2013:

The approval sought is enabling approval authorizing the board to approve, issue, CCPS in multiple tranches during FY 2025-26 and 2026-27. The identification of investors shall be undertaken by the board prior to each tranche in compliance with section 42 of the companies Act. Each tranche shall be offered to not more than 50 persons and shall comply with all requirements relating to private placement including issuance of PAS-4, maintenance of records, and filing of PAS-3.

The CCPS shall be compulsorily convertible into equity shares within five years from the date of allotment of each tranche

The amount so collected Will be exclusively used for the Funding of the working capital meeting RBI capital adequacy requirement strengthening capital base of NBFC and making its scope for further fund-raising capability.

The said CCPS should be issued in demat form and should not be listed or traded in any stock exchange.

Investments in CCPS involve risk and investors should make independent assessments before investing.

Company shall abide by all provisions of Companies Act 2013, RBI regulations applicable to NBFCs, and all necessary filings shall be made with ROC.

Sr.	Particulars	Details
1	The size of the issue and number of preference shares to be issued and nominal value of each share	In one or more tranches up to 1,00,00,000 (One Crore) compulsory convertible preference shares of ₹10 each aggregating to ₹10 crore
2	The nature of such shares	Non – Participating Cumulative Compulsory Convertible Preference Shares
3	The objects of the issue	<p>Pursuant to section 102 of the Companies Act 2013, the company proposes to raise cumulative compulsory convertible preference shares CCPS for ₹10 crore to augment its capital base and for general corporate purposes as long term capital.</p> <p>The approval sought is enabling approval authorizing the board to approve, issue, CCPS in multiple tranches during FY 2025-26 and 2026-27. The identification of investors shall be undertaken by the board prior to each tranche in compliance with section 42 of the companies Act.</p> <p>Each tranche shall be offered to not more than 50 persons and shall comply with all requirements relating to private placement including issuance of PAS-4, maintenance of records and filing of PAS 3.</p> <p>The CCPS shall be compulsorily convertible in to equity shares within five years from the date of allotment of each tranche</p> <p>The amount so collected will be exclusively used for the Funding of the working capital meeting RBI capital adequacy requirement strengthening capital base of NBFC and making its scope for further</p>

For P.N.Y. SABHA FINANCE LTD.


Managing Director

		<p>fund-raising capability.</p> <p>The said CCPS shall be issued in demat form and shall not be listed or traded in any stock exchange.</p> <p>Investments in CCPS involve risk and investors should make independent assessments before investing.</p> <p>Company shall abide by all provisions of Companies Act 2013, RBI regulations applicable to NBFCs, and all necessary filings shall be made with ROC.</p> <p>The Board approved the issuance of CCPS in its board meeting dated 19/02/2026 and recommends the special resolution for approval.</p>
4	Manner of the Issue	<p>1,00,00,000 (One Crore) compulsory convertible preference shares of ₹10 each aggregating to ₹10 crore will be issued on private placement basis in one or more tranches.</p> <p>Each tranche shall be offered to not more than 50 persons and shall comply with all requirements relating to private placement including issuance of PAS-4, maintenance of records and filing of PAS 3</p>
5	The price or price band at/within which the allotment is proposed	The price at which CCPS are to be issued is fixed at Rs.10 /-, each carrying a right to subscribe to 1 (One) fully paid – up Equity Share having Face Value of Rs.10/- of the Company upon conversion.
6	Basis on which the price has been arrived at along with report of the registered valuer	CCPS price has been determined by the Board on valuation report dated 18/02/2026 by the registered valuer Mr E.P Madhusudanan (Registered Valuer of financial assets IBBI/RV/05/2022/14894)
7	Relevant date with reference to which the price has been arrived	18 th February, 2026
8	The terms of issue, including terms and rate of dividend on each share, etc.;	The CCPS shall carry a fixed cumulative dividend at a rate of 9%.
9	If the preference shares are convertible, the terms of conversion	The CCPS shall be compulsorily convertible in to equity shares within five years from the date of allotment of each tranche in the ratio of 1:1 (one equity share of ₹10 for one CCPS of ₹10).
10	Manner and Mode of redemption	Since CCPS are Compulsorily Convertible into equity, it cannot be redeemed
11	The class or classes of persons to whom the allotment is proposed to be made	The issue shall be made in multiple tranches over a period of 10 months starting from March 2026 and ending December 2026, each tranches will not exceed 50 offerees (excluding present and past employees) and the total number of offerees will not exceed 400 no's of offerees and the total amount will not exceed Rs 10 crores

For P.N.Y. SABHA FINANCE LTD.

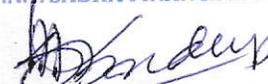

Managing Director

		.The issue Will be spread across FY 2025-26 and FY 2026-27 and in each financial year the offerees will not exceed 200 No's (FY 2025-26 200 No's and 2026-27 200 No's) In compliance with Rule 14 of private placement Rules
12	Intention of promoters, directors or key managerial personnel to subscribe to the offer	None of the Directors or key managerial personnel is concerned or interested except to the extent of their shareholding, if any. Promoters, Directors or Key Managerial Personnel share holding will not exceed 10% of the total issue.
13	The proposed time within which the allotment shall be completed	By January 2027
14	The change in control, if any, in the company that would occur consequent to the preferential offer;	The proposed Preferential Issue will not result in any change in the control of the Company
15	The 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;	Company have not so far issued any preference shares and there is no outstanding preference shares as on date
16	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	Not applicable
17	Pre and post shareholding	Current promoter shareholding is 43.94% and after fully converting ₹10 crore CCPS the promoter holding will be 37.27 and therefore the issue will not result in change in control or management of the company. Application money shall be kept in a separate bank account and will be utilized only after allotment and allotment shall be made within 60 days of application money.

The current shareholding pattern of the company and the expected dilution in equity share capital upon conversion of preference shares are as follows

Sr. No.	Category	Existing		Post Conversion	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding:				
I	Indian:				
	Individual	2514444	4.50	2514444	3.81
	Bodies Corporate	22058175	39.40	22058175	33.43
	Sub Total	24572619	43.90	24572619	37.24

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Managing Director

2	Foreign Promoters					
	Sub Total (A)					
B	Non- Promoters' holding:					
1	Institutional Investors					
2	Non-Institution:					
	Private Corporate Bodies					
	Directors and Relatives					
	Indian Public	31414072	56.10	41414072	62.76	
	Others (Including NRIs)					
	Sub Total (B)	31414072	56.10	41414072	62.76	
	Grand Total	55986691	100	65986691	100	

The board approved the issuance of CCPS in its board meeting dated 19/02/2026 and recommends the Special Resolution for approval of shareholders.

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Managing Director