



# 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

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## NOTICE

NOTICE is hereby given that the 28<sup>th</sup> Annual General Meeting of the company will be held on Saturday, 30<sup>th</sup> September 2023 at 11.30 A.M. IST through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility to transact the following businesses:

### Ordinary Business:-

1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on 31<sup>st</sup> March 2023, together with the Directors and Auditors Reports thereon.
2. To appoint Director in the place of Sri. Divakaran Pazhangaparambu Unnikrishnan (DIN: 01608147), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Director in the place of Sri. Predeep Mankore Sankaran (DIN: 00323900), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Director in the place of Sri. Sandeep Paikkattu Neelakandan (DIN: 03589892), who retires by rotation and being eligible, offers himself for re-appointment.

### Special Business:

5. 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 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under, the consent of the members be and is hereby accorded to the Board of Directors of the Company, to offer and/or invite for issue of secured redeemable non-convertible debentures (NCDs)/Bonds on private placement basis, in one or more tranches, with the consent being valid for a period of one year from the date hereof, on such terms and conditions as may be determined by the Board of Directors.

Resolved further that the aggregate amount to be raised through the issuance of NCDs/Bonds pursuant to the authority under this Resolution shall not exceed the limit of `200 crores (Rupees two hundred crores only).

Resolved further that the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as may be required to give effect to the above resolution.

6. Other items, if any, with the permission of the Chairman.

**For and on behalf of the Board of Directors**  
Sd/-

Place: Anthikad

Date :05/09/2023

M S Predeep (DIN: 00323900)

(Managing Director)

**Notes:-**

- 1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs has, vide General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, May 5, 2022 and December 28, 2022 permitted companies to conduct Annual General Meeting (AGM) through video conferencing or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the above mentioned Circulars and applicable provisions of Companies Act, 2013, the 28<sup>th</sup> AGM is being convened and conducted through VC which does not require physical presence of members at a common venue. The deemed venue for AGM shall be the Registered Office of the company.*
- 2. As per the aforementioned MCA circulars, since the AGM 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 AGM.*
- 3. The facility for voting through remote e-voting and e-voting during the AGM 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 AGM. The members who have cast their vote through remote e-voting prior to the AGM shall not be entitled to cast their vote again during the AGM. 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 AGM 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 AGM is being held through VC, route map is not annexed to this notice.*
- 7. The web link for participating in the AGM will be intimated later through email.*

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

**Item No.5:**

The company intends to raise funds by issuing Secured Redeemable Non-Convertible Debentures (NCDs)/Bonds from time to time to meet its working capital requirements. Pursuant to Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Company is required to obtain approval of its members by way of a special resolution, before making any offer or invitation for issue of securities on private placement basis. The company proposes to issue Secured Redeemable Non-Convertible Debentures/Bonds up to a maximum limit of `200 Crores.

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