



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:** accounts@pnysabha.com/cfopnys@gmail.com

NOTICE

NOTICE is hereby given that the **31stAnnual General Meeting** of the company will be held on **Wednesday, 30th September 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 31st Annual General Meeting, to transact the following businesses: Annual report together with details has been uploaded in the company's website www.pnysabha.com for the benefits of share holders.

ORDINARY BUSINESS: -

1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on 31st March 2026, together with the Directors and Auditors Reports thereon.
2. To appoint Director in the place of Sri. **P U Divakaran (Din 01608147)** who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Director in the place of Sri. **M.S. PREDEEP (DIN: 00323900)** who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:-

4. **To borrow money from banks/financial institutions and offer and/or invite for issue of secured redeemable non-convertible debentures (NCDs)/Bonds on private placement basis.**

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, 180 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 borrow money from banks/financial institutions and 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 such borrowings and 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 maybe required to give effect to the above resolution."

5. **Appointment of Mr. Sajith V Nambooiripad (DIN: 02506401) as a Non-Executive Independent Director for a first term of five consecutive years with effect from the date of this Annual General Meeting.**

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 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, **Mr. Sajith. V. Nambooiripad (DIN:02506401)**, who was appointed by the Board of Directors as an Additional Director in the category of

Independent Director with effect from **21st March 2026**, and who has submitted the requisite declaration confirming that he meets the criteria of independence as provided under Section 149(6) of the Act, and being eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company for a first term of five consecutive years with effect from the date of this Annual General Meeting, and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

6. Appointment of Mr. M. Vasudevan (DIN: 08812262) as a Non-Executive Independent Director for a second term of five consecutive years with effect from the date of this Annual General Meeting.

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 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (“Act”), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, **Mr. M. Vasudevan (DIN: 08812262)**, who was appointed by the Board of Directors as an Additional Director in the category of Independent Director with effect from **21st March 2026**, and who has submitted the requisite declaration confirming that he meets the criteria of independence as provided under Section 149(6) of the Act, and being eligible for appointment as an Independent Director, be and is hereby **appointed as an Independent Director of the Company for a second term of five consecutive years with effect from the date of this Annual General Meeting**, and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

BY ORDERS OF THE BOARD

Date: 05-09-2026

Place: Thrissur

PNY SABHA FINANCE LTD

CIN: U65910KL1995PLC009493

Registered Office: 7/276/A, Peringottukara

Namboothiri Yogakshema Sabha Building,

Anthikad, Thrissur-680 641

sd/-

**M S PREDEEP
MANAGING DIRECTOR**

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 Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the AGM 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 31st 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 slips 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.
8. All shareholders who have not dematerialized their shares so far are once again requested to do so without delay. Company secretary of our company shall extend all help if needed and are requested to contact him whenever required.
9. The **cut-off date** for the purpose of entitlement for voting (including remote e-voting) is **Wednesday, the 23rd September, 2026**.

10. BOOK CLOSURE : 24/09/2026 to 30/09/2026 both days enclose

11. Members joining the meeting through VC/OAVM, who have not casted their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have casted their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again.
12. The remote e-voting facility will be available during the flowing period after which the portal shall forthwith be blocked and shall not be available for remote e-voting:-

Commencement of remote e-voting	9.00 am (IST) on Sunday 27th September, 2026
End of remote e-voting	5.00 pm (IST) on Tuesday, 29th September, 2026

13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Act will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM.

14. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the Company on all working days, except Saturday, between 2:00 P.M. and 4:00 P.M. up to the date of the meeting.
15. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting is annexed and forms part of the Notice.
16. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, there after unblock the votes cast through remote e-voting and make, not later than 2 working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairperson or a person authorized by him in writing, who shall counter sign the same.

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

Item No.4:

The company intends to raise funds from banks or any financial institutions and or by way of term loan cc loan or any other modes or by issuing Secured Redeemable Non-Convertible Debentures (NCDs)/ Bonds from time to time to meet its working capital requirements. Pursuant to Section 42 180 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 raise funds from banks or any financial institutions by way of term loan cc loan or any other modes and or issue Secured Redeemable Non-Convertible Debentures/Bonds and bank borrowing in any category 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.

The Board recommends the Special Resolution for approval by the Members.

Item No.5:

The Board of Directors of the Company, at its meeting held on 21st March 2026, appointed Mr. Sajith V Nambooiripad (DIN: 02506401) as an Additional Director in the category of Independent Director, with effect from 21st March 2026, subject to approval of the Members of the Company at the ensuing Annual General Meeting. Mr. Sajith V Nambooiripad is proposed to be appointed as an Independent Director of the Company for a first term of five consecutive years with effect from the date of the ensuing Annual General Meeting.

The Company has received from Mr. Sajith V Nambooiripad:

- a. Consent in writing to act as a Director in Form DIR-2;
- b. Declaration that he is not disqualified from being appointed as a Director under Section 164 of the Act;
- c. Declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act;
- d. Confirmation regarding compliance with the applicable provisions relating to Independent Directors; and
- e. Such other declarations and documents as may be required under the Act and Rules made thereunder.

The Board, after considering his qualifications, experience, knowledge and expertise, is of the opinion that Mr. Sajith V Nambooiripad possesses the requisite skills, experience and knowledge relevant to the Company's business and that his association .In the opinion of the Board, Mr. Sajith V Nambooiripad fulfils the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director and he is independent of the management of the Company.

The Board considers that his appointment as an Independent Director for a first term of five consecutive years would be in the best interests of the Company and accordingly recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

Mr. Sajith V Nambooiripad shall be entitled to receive sitting fees and such other remuneration as may be approved by the Board/Members in accordance with the applicable provisions of the Act and the Company's policies.

Except Mr. Sajith V Nambooiripad, being the appointee, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The disclosures relating to the brief resume, nature of expertise, shareholding in the Company, relationship with other Directors and Key Managerial Personnel, and other particulars of Mr. Sajith V Nambooiripad as required under Section 152 of the Act and applicable rules are provided below:

The Board recommends the Special Resolution for approval by the Members.

Item No.6:

The Board of Directors of the Company, at its meeting held on 21st March 2026, appointed **Mr. M.Vasudevan (DIN: 08812262)** as an Additional Director in the category of Independent Director, with effect from 21st March 2026, subject to approval of the Members of the Company at the ensuing Annual General Meeting.

Mr. M Vasudevan is proposed to be appointed as an Independent Director of the Company for second term of five consecutive years with effect from the date of the ensuing Annual General Meeting.

The Company has received from Mr. M. Vasudevan:

- Consent in writing to act as a Director in Form DIR-2;
- Declaration that he is not disqualified from being appointed as a Director under Section 164 of the Act;
- Declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act;
- Confirmation regarding compliance with the applicable provisions relating to Independent Directors; and
- Such other declarations and documents as may be required under the Act and Rules made thereunder.

The Board, after considering his qualifications, experience, knowledge and expertise, is of the opinion that Mr. M Vasudevan possesses the requisite skills, experience and knowledge relevant to the Company's business and that his association with the Company would be beneficial to the Company. In the opinion of the Board, Mr. M. Vasudevan fulfils the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director and he is independent of the management of the Company.

The Board considers that his appointment as an Independent Director for second term of five consecutive years would be in the best interests of the Company and accordingly recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members.

Mr. M Vasudevan shall be entitled to receive sitting fees and such other remuneration as may be approved by the Board/Members in accordance with the applicable provisions of the Act and the Company's policies.

Except **Mr .M Vasudevan**, being the appointee, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The disclosures relating to the brief resume, nature of expertise, shareholding in the Company, relationship with other Directors and Key Managerial Personnel, and other particulars of Mr. M Vasudevan as required under Section 152 of the Act and applicable rules are provided below.

The Board recommends the Special Resolution for approval by the Members.

Since the details are common in nature therefore clubbed for both the appointee

Name of Directors	Mr. M.Vasudevan	Mr. Sajith V Namboothiripad
Designation	Independent Director	Independent Director
DIN	08812262	02506401
Date of Birth	16-12-1961	23-11-1965
Date of Appointment (previous)	21.03.2026	21.03.2026
Expertise/ Experience in specific functional areas	Retired Chief Manager, CSB bank	Chartered accountant in practice for more than 15 years
Qualification	B Com, LLM	B com, FCA
No. & % of Equity Shares held	180000 shares .31%	
List of outside Company's directorship held	Nil	- Illam financial Services Ltd, Promoter\Director - Daikoku Synergies private ltd, Director
Chairman / Member of the Committees of the Board of Directors of the Company	Nil	Nil

Chairman / Member of the Committees of the Board, Directors of other Companies in which he is director	Nil	Nil
Disclosures of relationships between directors inter-se.	Nil	Nil

BY ORDERS OF THE BOARD

Date: 05-09-2026

Place: Thrissur

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CIN: U65910KL1995PLC009493

Registered Office:7/276/A, Peringottukara

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Anthikad, Thrissur-680 641

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**M S PREDEEP
MANAGING DIRECTOR**