

To,
BSE Limiteds
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai - 400001

Date- 14-02-2023

Sub: Intimation of Date of EGM and Notice
Ref: Promax Power Limited (Scrip Code- 543375)

We hereby inform you that Extra Ordinary General Meeting of the company will be held on 8th March, 2023, at 10.00 a.m. at the registered office of the Company at House No.1575, Ground Floor, Sector 38-B, Chandigarh- 160014.

Please find enclosed herewith copy of Notice of Extra Ordinary General Meeting of Promax Power Limited.

Kindly acknowledge the receipt of the same and take it on record.

Thanking you,

For Promax Power Limited

Vishal
Bhardwaj
Digitally signed
by Vishal
Bhardwaj
Date: 2023.02.14
16:15:27 +05'30'

Vishal Bhardwaj
Director
(DIN: 03133388)

NOTICE is hereby given that the **Extra Ordinary General Meeting** of the members of **Promax Power Limited** (“the Company”) will be held on Wednesday, the 8th day of March, 2023 at 10:00 A.M at the registered office of the company situated at House No.1575, Ground Floor, Sector 38-B, Chandigarh to transact the following businesses:

SPECIAL BUSINESS

1. To ratify the members resolution passed on 30th September, 2022 for allotment made on preferential basis to Promoters and Non Promoters by passing with or without modification(s), the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, the listing agreements entered into by the Company with the BSE Limited (hereinafter known as, the “Stock Exchanges”) on which the Equity Shares of the Company having face value of Rs. 10/- each (“Equity Shares”) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”) and/or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable ratify the allotment of 30,00,000 (Thirty Lakhs) fully paid up Equity Shares of the Company having a Face Value of Rs. 10/- (Rupee Ten Only) each at a price of Rs. 35.10/- per Equity Share (including a premium of Rs. 25.10/- per share (“Preferential Allotment Price”), to the Promoters and Non Promoters listed in the table below (Hereinafter referred to as “Allottees”) as per the details listed below, on a preferential basis (“Preferential Allotment”) on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws be and is hereby ratified.

| Sr. No. | Name of the Allottees | No. of Equity Shares of face value Rs.10/- each to be allotted | Category |
|----------------|----------------------------------|---|-----------------|
| 1 | Mr. Sidhesh Raval | 1,00,000 | Non Promoter |
| 2 | Mr. Bipin Raval | 1,00,000 | Non Promoter |
| 3 | Ms. SangitaTundiya | 1,00,000 | Non Promoter |
| 4 | Mr. Natvarsinh Chavda | 1,00,000 | Non Promoter |
| 5 | Mr. Parag Shah | 3,00,000 | Non Promoter |
| 6 | M/s Ranjeet Mechatronics Limited | 5,00,000 | Non Promoter |

Promax Power Limited

CIN U74999CH2017PLC041692

Turnkey T&D | EPC | Substations & Transmission Lines | Transformers | Water & Sewage Treatment Plant

Registered : 1575 Sector 38-B
Chandigarh 160014 UT India

Chandigarh: F-303, Industrial
Area, Phase 8-B, Mohali -160055

Delhi: No 303, Kamaraj Road Annex,
Commercial Plaza Bangalore - 560042

Kolkata: 101,1st floor, Tollygunge Circular
Road, Kolkata -700053 West Bengal

| | | | |
|---|--|------------------|----------------|
| 7 | Mr. Vishal Bhardwaj | 6,00,000 | Promoter |
| 8 | Ms. Shweta Bhardwaj | 4,00,000 | Promoter |
| 9 | M/s Jhatpat Management Service Pvt Ltd | 8,00,000 | Promoter Group |
| | Total | 30,00,000 | |

“**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for the Preferential Issue of Equity Shares is 6th February, 2023 (The Relevant Date shall be 30 days prior to the date of passing of the Special Resolution i.e., 8th day of March, 2023, which is the date of Extra Ordinary General Meeting of the members of the Company in accordance with Section 62(1)(c) of the Act and the applicable Rules there under)” .

**BY ORDER OF THE BOARD OF DIRECTORS OF
PROMAX POWERLIMITED**

SD/

Vishal Bhardwaj

Managing Director & Chairman

Place: Chandigarh

Date: 11-02-2023

Registered Office:

House No. 1575 Ground Floor ,
Sector 38-B Chandigarh

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER SHAREHOLDER.

The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/ Authorisation document authorising their representative to attend and vote on their behalf at the EGM.

3. The Statement pursuant to section 102(1) of the Companies act, 2013, which sets out details relating to the special business to be transacted at the Meeting, is annexed hereto.

4. The Register of Members and Share Transfer Books will remain closed from 2nd March, 2023 to 8th March, 2023 (both days inclusive) for the purpose of Extra Ordinary General Meeting (EGM).

5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.

6. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.

7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

8. The members are requested to intimate to the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.

9. Members are requested to notify immediately any change in their addresses and/or the Bank Mandate details to the Company's Registrars and Share Transfer Agents, CAMEO CORPORATE SERVICES LIMITED for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.

10. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a "Green Initiative in Corporate Governance" and allowed companies to share documents with its shareholders through an electronic mode. A Stock Exchanges permits companies to send soft copies of the EGM Notice to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering /

Promax Power Limited

CIN U74999CH2017PLC041692

Turnkey T&D | EPC | Substations & Transmission Lines | Transformers | Water & Sewage Treatment Plant

Registered : 1575 Sector 38-B
Chandigarh 160014 UT India

Chandigarh: F-303, Industrial
Area, Phase 8-B, Mohali -160055

Delhi: No 303, Kamaraj Road Annex,
Commercial Plaza Bangalore - 560042

Kolkata: 101,1st floor, Tollygunge Circular
Road, Kolkata -700053 West Bengal

updating their email address for receiving electronic communication. **The EGM Notice of the company will also be available on the Company's website www.promax.co.in**

11. The Company being listed on SME Exchange and in view of provisions of Rule 20 of the Companies (Management and Administration) Rules 2014 is not mandatory to provide remote e-voting facility to its member.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013

Item No.-1

The Board of Directors at their meeting held on 7th day of September 2022 had, subject to the approval of the members of the Company ('Members') and such other approvals as may be required, approved the issue of 20,00,000 (Twenty Lakh) Equity Shares to Non Promoters on a preferential basis and issue 45,00,000 shares against the outstanding loan of promoters as may be determined as per the provisions of chapter V of SEBI (ICDR) Regulations, 2018.

Company has received In Principal Approval from BSE regarding allotment of 65,00,000 shares to promoters and non-promoters dated 17th October, 2022 out of which company has allotted 35,00,000 shares within the timeline prescribed in the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 and remaining 30,00,000 equity shares are allotted after the timeline prescribed in Regulation 170 of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

Your Company is in the business of Execution of Engineering, Procurement, Construction (EPC - Power & Solar) projects for Electrification, Power Substations, Underground Cabling from 11kV to 220kV. The company also provides Turnkey execution of Civil Infrastructure projects such as Industrial buildings and Turnkey execution of water infrastructure management projects such as water transmission and distribution work.

In accordance with Regulation 170(2) of SEBI (ICDR) Regulations, 2018, 30,00,000 Equity Shares allotted on a preferential basis is required to be ratified by the members of the company.

Further, in terms of Regulation 163 of the SEBI ICDR Regulations, certain disclosures are required to be made to the Members of the Company which forms part of this Explanatory Statement to the Notice.

Details of the Issue

The relevant disclosures as required under Chapter V of the SEBI ICDR Regulations are set out below:

A. Objects of the Preferential Issue

To raise working capital for the company to fulfill the orders received by the company and general corporate purposes.

A quicker receipt of funds through the preferential issue will fulfill the working capital requirements of the company, which will help to fulfill the orders received and increase the profitability and cash flow prospects of the company.

Pursuant to the loan Agreement with lenders of the company, the part of the outstanding unsecured loan of the promoters and promoter group is converted into equity shares of the company.

B. The total number of Equity Shares and the price at which to be issued/allotted:

Total Number of Equity Shares

The company has allotted 30,00,000 (Thirty Lakh) Equity shares having face value of Rs. 10/- each at a premium of Rs. 15/- per Equity Share aggregating to Rs. 25/- per Equity Share aggregating to Rs 7,50,00,000 (Rupees Seven Crore Fifty Lakh only). As per the valuation of revised relevant date i.e 6th February, 2023 the price was Rs.35.10/- and the allottees will pay remaining amount i.e Rs.3,03,00,000 to the Company. Details of allotment of 30,00,000 equity shares are as under:

Promax Power Limited

CIN U74999CH2017PLC041692

Turnkey T&D | EPC | Substations & Transmission Lines | Transformers | Water & Sewage Treatment Plant

Registered : 1575 Sector 38-B
Chandigarh 160014 UT India

Chandigarh: F-303, Industrial
Area, Phase 8-B, Mohali -160055

Delhi: No 303, Kamaraj Road Annex,
Commercial Plaza Bangalore - 560042

Kolkata: 101,1st floor, Tollygunge Circular
Road, Kolkata -700053 West Bengal

| Sr no. | Name of Allottees | No. of Shares Allotted | Date of Allotment |
|--------|---|------------------------|-------------------|
| 1. | Mr. Parag M Shah | 1,00,000 | 06-11-2022 |
| 2. | Ms. Shweta Bhardwaj | 4,00,000 | 06-11-2022 |
| 3. | M/s Ranjeet Mechatronics Limited | 5,00,000 | 15-11-2022 |
| 4. | Mr. Vishal Bhardwaj | 6,00,000 | 15-11-2022 |
| 5. | Mr. Sidhesh Raval | 1,00,000 | 16-11-2022 |
| 6. | Ms. Sangita Tundiya | 1,00,000 | 18-11-2022 |
| 7. | M/s Jhatpat Management Services Pvt Ltd | 8,00,000 | 18-11-2022 |
| 8. | Mr. Parag M Shah | 2,00,000 | 19-11-2022 |
| 9. | Mr. Natvarsinh Chavda | 1,00,000 | 19-11-2022 |
| 10. | Mr. Bipin Raval | 1,00,000 | 19-11-2022 |
| | Total | 30,00,000 | |

C. Preferential Allotment price

The existing Equity Shares of the Company are traded on BSE Limited. The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and BSE, being the Stock Exchange with higher trading volumes for the preceding ninety trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations

In terms of the applicable provisions of the SEBI ICDR Regulations, the floor price for the Preferential Issue is Rs.35.03/- per Equity Shares. The price per Equity Share to be issued pursuant to the Preferential Issue is fixed at Rs. 35.10/-, being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

D. Intention of the Promoters, Directors, Key Managerial Personnel of the company to subscribe the offer:

Only the following Promoters & Promoter Group have conveyed in writing to the Company to subscribe to the Equity Shares of the Company on a preferential basis by conversion of the unsecured loans given by them.

| Sr no. | Name of Allottees | Category | No. of Shares Allotted |
|--------|--------------------------------|----------|------------------------|
| 1. | Mr. Vishal Bhardwaj | Promoter | 6,00,000 |
| 2. | Mrs. Shweta Bhardwaj | Promoter | 4,00,000 |
| 3. | M/s Jhatpat Management Service | Promoter | 8,00,000 |
| | Total | | 18,00,000 |

E. The shareholding Pattern of the Issuer before and after the preferential issue

Shareholding Pattern before and after the preferential issue of Equity Shares is as follows:

| Sr. No. | Category | Pre Preferential Issue* | | Post Preferential Issue (fully diluted) | |
|----------|---|-------------------------|--------------|---|--------------|
| | | No. of Shares | % | No. of Shares | % |
| A | Promoters' Holding | | | | |
| 1 | Indian Promoters | | | | |
| | Individual Promoters | 43,99,960 | 46.32 | 53,99,960 | 43.20 |
| 2 | Bodies corporate | 27,00,000 | 28.42 | 35,00,000 | 28.00 |
| 3 | Foreign Promoters | - | - | - | - |
| | Sub Total (A) | 70,99,960 | 74.74 | 88,99,960 | 71.20 |
| B | Non-Promoter Holding i.e., Public | | | | |
| 1 | Institutional Inventors/ Mutual Funds/ Banks/ FI/ FIIs / Insurance Companies | - | - | - | - |
| 2 | Non Institution | | | | |
| | Bodies Corporate | 5,35,000 | 5.63 | 10,35,000 | 8.28 |
| | Directors and relatives | - | - | - | - |
| | Indian Public | 17,95,040 | 18.90 | 24,95,040 | 19.96 |
| | NRI's | 25,000 | 0.26 | 25,000 | 0.2 |
| | Others | 45,000 | 0.47 | 45,000 | 0.36 |
| | Sub Total (B) | 24,00,040 | 25.26 | 36,00,040 | 28.80 |
| | Grand Total (A + B) | 95,00,000 | 100% | 1,25,00,000 | 100% |

*As on October 28, 2022

F. The Time within which preferential issue shall be completed

As required under Chapter V of the SEBI ICDR Regulations, the Company shall complete the allotment of Equity Shares as aforesaid on or before the expiry of 15 (Fifteen) days from the date of passing of the Special Resolution by the shareholders granting consent for preferential issue or in the event allotment of Equity Shares would require any approval(s) from any regulatory authority or the Central Government, the allotment shall be completed within 15 (Fifteen) days from the date of such approval(s), as the case may be.

G. The Identity of the natural persons who are the ultimate beneficial owners of the shares allotted and / or who ultimately control the Allottee

The identity of the natural person who is the ultimate beneficial owner of the shares allotted is given in the following table:

| Sr . No . | Name of the Allottees | Category | Natural Persons who are the ultimate beneficial owners | Pre-issue Shareholding | | No. of Equity Shares to be allotted | Post-issue Shareholding | |
|-----------|--|----------------|--|------------------------|-------|-------------------------------------|-------------------------|-------|
| | | | | No. of Equity Shares | % | | No. of Equity Shares | % |
| 1 | Mr. Sidhesh Raval | Non-Promoters | Individual | - | - | 1,00,000 | 1,00,000 | 0.80 |
| 2 | Mr. Bipin Raval | Non-Promoters | Individual | - | - | 1,00,000 | 1,00,000 | 0.80 |
| 3 | Ms. SangitaTundiya | Non-Promoters | Individual | - | - | 1,00,000 | 1,00,000 | 0.80 |
| 4 | Mr. Natvarsinh Chavda- | Non-Promoters | Individual | - | - | 1,00,000 | 1,00,000 | 0.80 |
| 5 | Mr. Parag Shah | Non-Promoters | Individual | - | - | 3,00,000 | 3,00,000 | 2.40 |
| 6 | M/s Ranjeet Mechatronics Limited | Non-Promoters | 1. RakeshVall abhbhiSwadia 2.Nitaben Rakeshbhai Swadia 3.Devarshi bhai Rakeshbhai Swadia | - | - | 5,00,000 | 5,00,000 | 4.00 |
| 7 | Mr. Vishal Bhardwaj | Promoters | Individual | 34,77,480 | 57.96 | 6,00,000 | 40,77,480 | 32.62 |
| 8 | Mrs. Shweta Bhardwaj | Promoters | Individual | 9,22,470 | 15.37 | 4,00,000 | 13,22,470 | 10.58 |
| 9 | M/s Jhatpat Management Service Pvt Ltd | Promoter Group | 1. Vishal Bhardwaj 2. Shweta Bhardwaj | - | - | 8,00,000 | 8,00,000 | 6.40 |

Further, there has been no change in the management or control of the Company pursuant to the aforesaid allotment of the Equity Shares.

H. Undertakings

In terms of the ICDR Regulations, the Company hereby undertakes that:

- a. It shall re-compute the price of the Equity Shares issued in terms of the provisions of ICDR Regulations, where it is required to do so.
- b. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the underlying Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed Allottee.

I. Pricing of the Preferential issue:

The Equity Shares has been allotted at a price of Rs. 25/- per share and as per revised relevant date the price is of Rs.35.10/- per share which is not less than the price determined in accordance with the relevant SEBI ICDR Regulations which are summarized as under. Balance amount will be paid by the allottees to the company

(a) Price as per Regulation 164 of SEBI ICDR Regulations - higher of the following (1) or (2)

- (1) 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company preceding the Relevant Date; or
- (2) 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company preceding the Relevant Date

OR

(b) Price as per Regulation 166 A(1) of SEBI ICDR Regulations –

The price determined as per the valuation report dated 14th February, 2023 from Kalpesh MahendraAbhani an independent registered valuer having Registration No.: IBBI/RV/07/2022/14544, address at 508, Kailas Plaza, Vallabh Baug Lane, Ghatkopar East, Mumbai-77 (the valuation report has been annexed to the explanatory statement and also being hosted on the website of the Company at the address at www.promax.co.in)

Whichever is higher

J. Relevant date with reference to which the price has been arrived at

The “Relevant Date” in terms of Regulation 161 of the SEBI ICDR Regulations is 6th February, 2023 which is 30 (Thirty) days prior to the date of Extra Ordinary General Meeting (EGM), i.e. 8th March , 2023, to ratify the allotment made through Preferential basis.

K. Practicing Company Secretary’s Certificate

The Company has obtained a certificate dated 14th February, 2023 from the Ms. Prachi P. Prajapati, Practicing Company Secretary (Proprietor of M/s PrachiPrajapati& Associates) certifying that the Equity Shares allotted has been made in accordance with the requirements of SEBI ICDR Regulations for Preferential Issues. A copy of the aforementioned certificate is being hosted on the website of the Company at the address at www.promax.co.in.

L. Lock-in Period:

The Equity Shares to be allotted on a preferential basis shall be locked-in for such period as specified under Regulations 167 of the SEBI ICDR Regulations.

M. Basis on which the price has been arrived at along with report of the registered valuer

Please refer 'h. Pricing of the Preferential issue' above.

N. Change in control

There has been no change in management or control of the Company pursuant to this preferential allotment.

O. The justification for the allotment made for consideration other than cash together with valuation report of the registered valuer

Shares issued to promoters against the conversion of their unsecured loan as per the terms and conditions.

P. 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;

The Company has made following allotment on preferential basis

| Sr no. | Name of the Allottees | No. of Shares Allotted | Price | Amount of Consideration | Date of Allotment |
|--------|----------------------------------|------------------------|-------|---|-------------------|
| 1. | Mr. Nishant Shah | 1,00,000 | 24 | 24,00,000 | 01-11-2022 |
| 2. | Ms. Dipika Shah | 1,00,000 | 24 | 24,00,000 | 01-11-2022 |
| 3. | M/s Promax Carbontier Pvt Ltd | 5,00,000 | 24 | Conversion of loan amounting to Rs. 1,20,00,000 | 01-11-2022 |
| 4. | M/s Ranjeet Mechatronics Limited | 5,00,000 | 24 | 1,20,00,000 | 20-10-2022 |
| 5. | M/s Synerlab Pvt Ltd | 10,00,000 | 24 | Conversion of loan amounting to Rs. 2,40,00,000 | 20-10-2022 |
| 6. | M/s Exirgy Innovation Pvt Ltd | 5,00,000 | 24 | Conversion of loan amounting to Rs. 1,20,00,000 | 20-10-2022 |
| 7. | M s. Gayatri Shah | 1,00,000 | 24 | 24,00,000 | 19-10-2022 |
| 8. | M/s Invezy Ventures Pvt Ltd | 7,00,000 | 24 | Conversion of loan amounting to Rs.1,68,00,000 | 19-10-2022 |
| 9. | Mr. Parag M Shah | 1,00,000 | 25 | 25,00,000 | 06-11-2022 |
| 10. | Mrs. Shweta Bhardwaj | 4,00,000 | 25 | Conversion of loan amounting to Rs.96,00,000 | 06-11-2022 |

Promax Power Limited

CIN U74999CH2017PLC041692

Turnkey T&D | EPC | Substations & Transmission Lines | Transformers | Water & Sewage Treatment Plant

Registered : 1575 Sector 38-B
Chandigarh 160014 UT India

Chandigarh: F-303, Industrial
Area, Phase 8-B, Mohali -160055

Delhi: No 303, Kamaraj Road Annex,
Commercial Plaza Bangalore - 560042

Kolkata: 101,1st floor, Tollygunge Circular
Road, Kolkata -700053 West Bengal

| | | | | | |
|-----|---|----------|----|--|------------|
| | | | | and Rs. 400,000 paid in Cash | |
| 11. | M/s Ranjeet Mechatronics Limited | 5,00,000 | 25 | 1,25,00,000 | 15-11-2022 |
| 12. | Mr. Vishal Bhardwaj | 6,00,000 | 25 | Conversion of loan amounting to Rs.1,44,00,000 and Rs. 6,00,000 paid in Cash | 15-11-2022 |
| 13. | Mr. Sidhesh Raval | 1,00,000 | 25 | 25,00,000 | 16-11-2022 |
| 14. | Ms. Sangita Tundiya | 1,00,000 | 25 | 25,00,000 | 18-11-2022 |
| 15. | M/s Jhatpat Management Services Pvt Ltd | 8,00,000 | | Conversion of loan amounting to Rs.1,92,00,000 and Rs. 8,00,000 paid in Cash | 18-11-2022 |
| 16. | Mr. Parag Shah | 2,00,000 | 25 | 50,00,000 | 19-11-2022 |
| 17. | Mr. Natvarsinh Chavda | 1,00,000 | 25 | 25,00,000 | 19-11-2022 |
| 18. | Mr. Bipin Raval | 1,00,000 | 25 | 25,00,000 | 19-11-2022 |

Q. The current and proposed status of the allottee post the preferential issue namely, promoter or non-promoter

The allottees post the preferential issue is “Promoter and Non Promoter”.

R. Other Terms and conditions for Issue of Equity Shares

1. The allotted Equity Shares does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of SEBI ICDR Regulations. Due to above preferential allotment of the Equity Shares, no change in management control is contemplated. The Allottees has complied with the relevant provisions of the SEBI ICDR Regulations.

2. The Equity Shares allotted was rank pari-passu in all respects with the existing Equity Shares of the Company and will be listed on BSE Limited where the Equity Shares of the Company are listed.

S. Other Disclosures

a. It is hereby confirmed that neither the Company nor any of its Promoters or Directors are a willful defaulters or a fraudulent borrowers.

b. Neither the Company nor any of its Directors and / or Promoters are a fugitive economic offender as defined under the SEBI ICDR Regulations.

c. The Board, in its meeting held on 07thSeptember, 2022 has approved the issue of Equity Shares on preferential basis to the allottees in the manner stated hereinabove and it has approved by Shareholders in

Annual General Meeting held on 30th September, 2022 and company has made allotment of 30,00,000 equity shares on 06-11-2022, 15-11-2022, 16-11-2022, 18-11-2022 and 19-11-2022, subject to the ratification of members.

d. The Company is eligible to make the Preferential Issue to its allottees under Chapter V of the SEBI ICDR Regulations

e. As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable

f. The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so

g. the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.

h. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI there under.

**BY ORDER OF THE BOARD OF DIRECTORS OF
PROMAX POWERLIMITED**

SD/

**Vishal Bhardwaj
Managing Director & Chairman**

Place:Chandigarh

Date: 11-02-2023

Registered Office:

House No. 1575 Ground Floor ,

Sector 38-B Chandigarh

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)
Extra Ordinary General Meeting – Wednesday, 8th March, 2023

| | |
|-------------------------|--|
| Folio No. /Client Id: | |
| Name of Shareholder: | |
| Address of Shareholder: | |

I, hereby record my presence at the Extra Ordinary General Meeting of the Company to be held on Wednesday, 8th March, 2023 at 10:00 A.M. at House No.1575, Ground Floor, Sector 38-B, Chandigarh- 160014.

Signature of the Member

Notes:

- Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- Member/Proxy who wishes to attend the meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.
- Member/Proxy should bring his/her copy of the Notice of Extraordinary General Meeting for reference at the meeting.

**Form No. MGT-11
Proxy Form**

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

CIN: L74999CH2017PLC041692

Name of the Company: Promax Power Limited

Registered Office: House No. 1575, Ground Floor, Sector 38-B, Chandigarh-160014.

| |
|-------------------------------|
| Name of the Member(s) : _____ |
| Registered Address: _____ |
| Email Id: _____ |
| Folio No./Client Id: _____ |
| DP ID: _____ |

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

1. Name: _____

Address: _____

Email Id: _____

Signature: _____

2. Name: _____

Address: _____

Email Id: _____

Signature: _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Wednesday, 8th March, 2023 at 10:00 A.M. at the registered office of the Company situated at House No. 1575, Ground Floor, Sector 38-B, Chandigarh- 160014, India and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Resolution | Assent | Dissent |
|----------------|--|--------|---------|
| 1. | To Ratify the Allotment made on preferential basis to Promoters and Non Promoters by passing with or without modification(s), the following resolution as Special Resolution | | |

Signed this..... day of..... 2023

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.

Promax Power Limited

CIN U74999CH2017PLC041692

Turnkey T&D | EPC | Substations & Transmission Lines | Transformers | Water & Sewage Treatment Plant

Registered : 1575 Sector 38-B
Chandigarh 160014 UT India

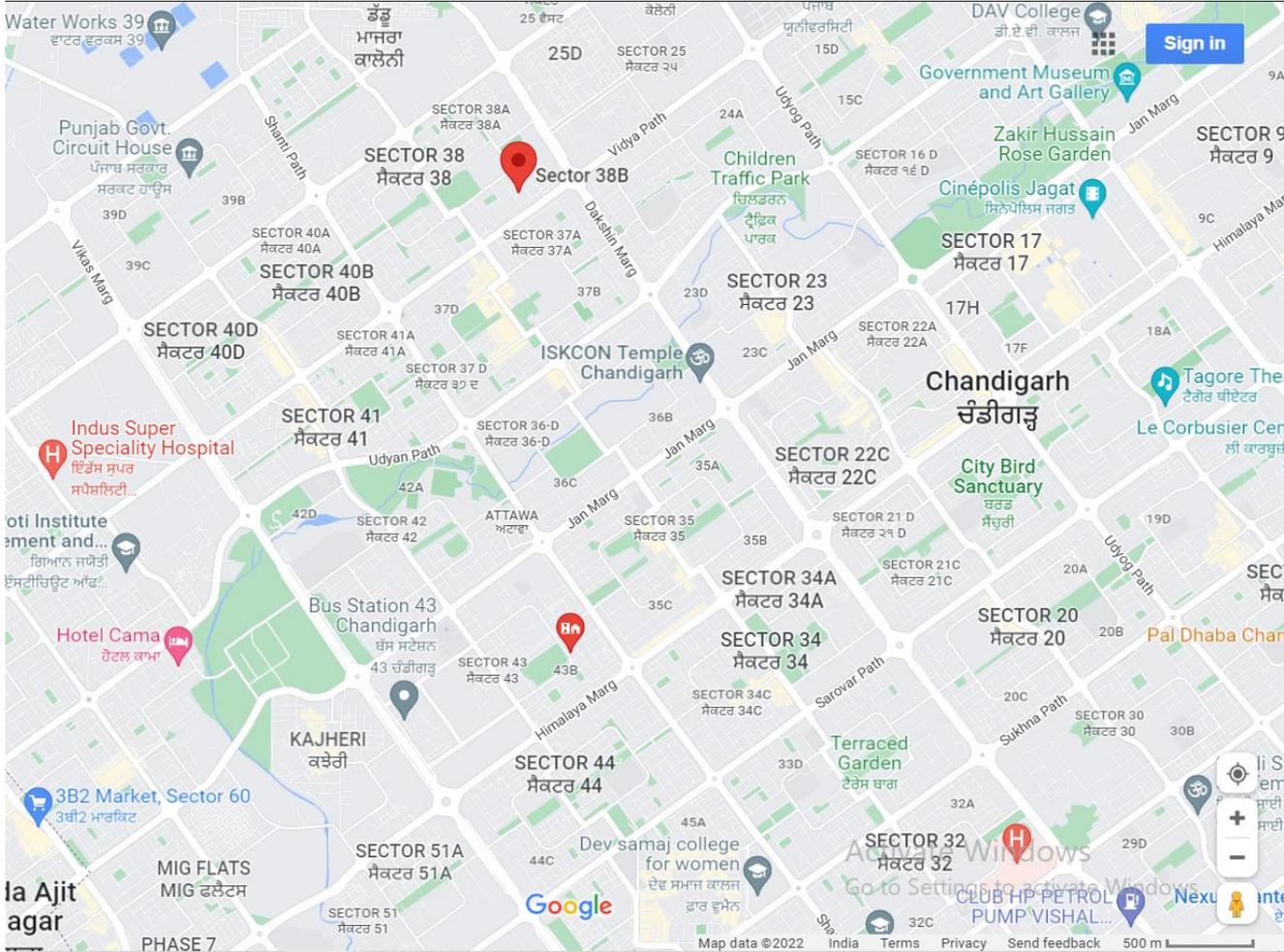
Chandigarh: F-303, Industrial
Area, Phase 8-B, Mohali -160055

Delhi: No 303, Kamaraj Road Annex,
Commercial Plaza Bangalore - 560042

Kolkata: 101,1st floor, Tollygunge Circular
Road, Kolkata -700053 West Bengal

ROUTE MAP TO THE VENUE OF THE EXTRA ORDINARY GENERAL MEETING

House No. 1575, Ground Floor, Sector 38-B, Chandigarh- 160014



Promax Power Limited

CIN U74999CH2017PLC041692

Turnkey T&D | EPC | Substations & Transmission Lines | Transformers | Water & Sewage Treatment Plant

Registered : 1575 Sector 38-B
Chandigarh 160014 UT India

Chandigarh: F-303, Industrial
Area, Phase 8-B, Mohali -160055

Delhi: No 303, Kamaraj Road Annex,
Commercial Plaza Bangalore - 560042

Kolkata: 101,1st floor, Tollygunge Circular
Road, Kolkata -700053 West Bengal