



NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting of the members of **PANTHER INDUSTRIAL PRODUCTS LIMITED** will be held on Tuesday, 18th March, 2025 at 11:00 A.M. through video conferencing facility or other audio-visual means to transact the following business :

Special Business:

Item No. 1: Shifting of Registered Office from First Floor, Radha Bhavan, 121, Nagindas Master Road, Fort, Mumbai-400 001, to 1st Floor, Mohan Nagar, Thatipur, Gwalior-474011, Madhya Pradesh and Alteration of Memorandum of Association

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 12, 13, and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules framed thereunder and subject to the approval of the Central Government (Regional Director) and such other approvals, permissions, and sanctions as may be necessary, consent of the members be and is hereby accorded for shifting the registered office of the Company First Floor, Radha Bhavan, 121, Nagindas Master Road, Fort, Mumbai-400 001, to 1st Floor, Mohan Nagar, Thatipur, Gwalior-474011, Madhya Pradesh.

RESOLVED FURTHER THAT Clause II of the Memorandum of Association of the Company be and is hereby substituted with the following:

'II. The Registered Office of the Company will be situated in the State of Madhya Pradesh.'

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to make an application to the Regional Director and/or such other authorities as may be required and to do all such acts, deeds, matters, and things, including filing necessary forms with the Registrar of Companies, to give effect to this resolution."

Item No. 2: Appointment of Statutory Auditors to fill casual vacancy

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), **M/S RAJESH H GUPTA & CO.**, Chartered Accountants (ICAI Firm Registration No. 133884W) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of **M/S S.M. BHAT & ASSOCIATES**, Chartered Accountants.

Resolved further that **M/S RAJESH H GUPTA & CO**, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the

conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the year ended 31st March, 2025 on such remuneration as may be fixed by the Board of Directors in consultation with them."

NOTES:

1. An Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts concerning each item of Special Business to be transacted at the Extra Ordinary General Meeting ("EGM") is annexed hereto and forms part of the Notice.
2. The Extra Ordinary General Meeting (EGM) of the Company is convened through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") pursuant to General Circular numbers 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 03/2022, 10/2022, 09/2023, 09/2024 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January 2021, 14th December 2021, 5th May, 2022, 28th December 2022, 25th September, 2023 and 19th September, 2024 respectively, issued by the Ministry of Corporate Affairs (MCA) (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/POD-2/P/CIR/2023/4, SEBI/HO/CFD/CFD-POD-2/P/ CIR/2023/167 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 5th January, 2023, 7th October, 2023 respectively and 3rd October 2024 ("collectively referred to as SEBI Circulars") have permitted holding of the EGM by corporates through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without physical presence of the Members at a venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") MCA Circulars and SEBI Circulars, the ensuing EGM of the Company will be held through VC/OAVM. Hence, Members can attend and participate in the ensuing EGM through VC/OAVM. The deemed venue for the Extra Ordinary General Meeting of the Company shall be the Registered Office of the Company. The detailed procedure for participating in the said EGM through VC/ OAVM is given below in the e-voting instructions.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended) MCA Circulars and SS-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI"), the Company is providing facility of remote voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has appointed Link Intime (India) Private Limited ("LIPL") for providing remote voting facility and e-voting system during the EGM to its members. The instructions for remote voting are provided as part of this Notice, which the Members are requested to read carefully before casting their vote.
4. A member entitled to attend and vote at the EGM is also entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars 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 EGM and hence the Proxy Form and Attendance Slip and Route Map of EGM are not annexed to this Notice.
5. The attendance of the Members attending the EGM through VC / OAVM will be counted for the purpose of the quorum under Section 103 of the Companies Act, 2013 (herein after referred to as "the Act").

6. Institutional / Corporate Shareholders are entitled to appoint Authorized Representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting. Institutional / Corporate Shareholders whose Authorized Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company on its email piplin@rediffmail.com a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting and through E-voting.
7. Those Shareholders whose email IDs are not registered can get their e-mail ID's registered as follows: Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
8. Members seeking any information with regard to any matter to be placed at the EGM, are requested to write to the Company on or before Tuesday, March 11, 2025 by 05:00 p.m. IST through e-mail at piplin@rediffmail.com to enable the Management to keep full information ready on the date of EGM.
9. The voting rights of the members shall be in proportion to their shareholding of the paid-up share capital of the Company as on the cut-off date for e-voting i.e. Tuesday, March 11, 2025. Any person/entity, who acquires shares of the Company and becomes a member after sending notice of this EGM and holding shares of the Company as on cut-off date for e-voting i.e. Tuesday, March 11, 2025, may refer to this notice and other relevant communication including remote e-voting instructions, hosted on the Company's website www.pantherindustrialproductsltd.com
10. The e-voting period begins on at 9:00 A.M. Saturday, 15th March 2025 and ends at 5:00 P.M. on Monday, 17th March, 2025.
11. The members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, E-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs.
13. 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 physical form should submit their PAN to the Company. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their de-mat accounts.
14. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA-MUFG Intime India Private Limited / Company in case the shares are held by them in physical form.

15. In compliance with the aforesaid MCA Circulars and SEBI Circulars Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Depositories unless any member has requested for a physical copy of the same. However, in case a member wishes to receive a physical copy of the EGM Notice, he/she is requested to send an email to secretarial@garetnetint.com duly quoting his/her DP ID and Client ID or the folio number, as the case may be. The members are requested to kindly register/update their email address and contact details with your Depository Participant.
16. Members may note that the Notice is also made available on the Company's website www.pantherindustrialproductsLtd.com, website of the Stock Exchange i.e. Bombay Stock Exchange <https://www.bseindia.com/> and on the website of Company's RTA MUFG Intime (India) Private Limited at <https://instavote.linkintime.co.in>.
17. The Cut-off date for determining the names of shareholders eligible to get Notice of Extra Ordinary General Meeting is Tuesday, 11th March 2025.
18. Members can avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail this facility may contact their respective DPs for recording their Nomination.
19. Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's Registrar & Share Transfer Agent for consolidation into single folio.
20. The Company in compliance with the Companies (Management and Administration) Rules, 2014, has appointed Mr. Subhash Purohit (Membership No. A36558) Proprietor of M/s Subhash Prohit & Associates, Company Secretaries, as the Scrutinizer for conducting the voting through remote e-voting process in a fair and transparent manner at the EGM of the Company.
21. SEBI vide circular nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with master circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievance with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal.
22. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the EGM. All the relevant documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection by the Members at the Registered Office of the Company during working hours on all working days, except Saturdays, Sundays and National Holidays between 11:00 A.M. and 1:00 P.M. up to the date of the Extra Ordinary General Meeting (EGM) and will be available for inspection through electronic means by the Members during the EGM. Members seeking to inspect such documents can send an email at piplin@rediffmail.com mentioning their name, DP ID and Client ID and documents they wish to inspect.
23. Members are requested to quote their Folio No./Demat Account No. and contact details such as email address, contact no. etc. in all their correspondence with the Company/RTA

24. The Remote e-voting period begins at 9:00 A.M. on Saturday, 15th March 2025 and ends at 5:00 P.M. on Monday, 17th March, 2025. During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. Tuesday, March 11, 2025 may cast their votes electronically. The e-voting module shall be disabled thereafter.
25. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING EXTRA ORDINARY GENERAL MEETING ARE AS UNDER:-

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

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

Type of	Login Method
share- holders	
Individual	
Shareholders holding	
Securities in demat mode with NSDL	<p>a) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nSDL.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your existing User ID and Password.</p> <p>b) 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 name i.e. MUFPG INTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.</p> <p>c) If the user is not registered for IDeAS e-Services, option to register is available at</p>

<https://eservices.nSDL.com>. Select "Register Online for IDeAS Portal" or click at the <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>. Proceed with updating the required fields. Post registration user will be provided with Login ID and Password.

d) 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. 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 name i.e. MUFGINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Individual

Shareholders holding securities in demat mode with CDSL

a) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The 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 & My Easi New Tab and then use your existing my easi username & password.

b) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. MUFGINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are 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.

c) If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New Tab and then click on registration option

d) Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in 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, the 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.

Individual Shareholders (holding securities in demat mode) & login through their depository participants

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 name i.e. MUFGINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Individual Shareholders holding securities in Physical form/

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

Non-Individual Shareholders holding securities in demat mode

1. Open the internet browser and launch the URL: [https:// instavote.linkintime.co.in](https://instavote.linkintime.co.in)

Click on "Sign Up" under 'SHARE HOLDER'

tab and register with your following details:

A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above.

Shareholders holding shares in NSDL form, shall provide 'D' above.

Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

Click "confirm" (Your password is now generated).

2. Click on 'Login' under 'SHARE HOLDER' tab.

3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

4. After successful login, you will be able to see the notification for e- voting. Select 'View' icon.

5. E-voting page will appear.

6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

7. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

I. Registration:

a) Visit URL: <https://instavote.linkintime.co.in> and sign up under "Corporate Body/ Custodian/Mutual Fund". Fill up your entity details and submit the form.

b) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in. Thereafter, Login credentials will be sent to Primary contact person's email ID.

II. Investor Mapping:

a) After login, Click on "Investor Mapping" tab under the Menu Section.

b) Map the Investor with the following details:

i. Investor's ID:

- For NSDL - provide 8 Character DP ID followed by 8 Digit Client ID
- For CDSL - provide 16 Digit Beneficiary ID.

ii. Investor Name: Enter full name of Entity.

iii. Investor PAN: Enter PAN Details

iv. Power of Attorney: Attach Board resolution or Power of Attorney. File name shall be DP ID & Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.

c) Click on Submit button and investor will be mapped now. The same can be viewed under the "Report Section".

III. Voting through remote e-voting:

The corporate shareholder can vote by two methods, once remote e-voting is activated:

Method 1: Votes Entry:

a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials received on the mail.

b) Click on 'Votes Entry' tab under the Menu section and enter event number for which you want to cast vote. Event number will be available on the home page of Instavote before the start of remote evoting.

c) Enter '16-digit Demat Account No.' for which you want to cast vote.

d) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e., Favour / Against, click on 'Submit'.

e) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote

Method 2: Votes Upload:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials received on the mail.
- b) You will be able to see the notification for e-voting in inbox. Select 'View' icon for 'Company's Name / Event number'. E-voting page will appear.
- c) Download sample vote file from 'Download Sample Vote File' option.
- d) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- e) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

Forgot Password

Individual Shareholders holding securities in Physical mode has forgotten the password of e-voting service Provider i.e. MUFGINTIME:

- i. Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password'
- ii. Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.

- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
 - i. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - ii. For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
 - iii. During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Institutional shareholders ("Corporate Body/ Custodian/MFs") has forgotten the password:

- i. Click on 'Login' under 'Corporate Body/ Custodian/Mutual Fund' tab and further Click 'forgot password'.
- ii. Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".
- iii. In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address.
- iv. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least

one special character (@!#\$%*), at least one numeral, at least one alphabet and at least one capital letter.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login Type

Individual Shareholders holding securities in demat mode with NSDL

Help Desk

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 48867000

Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no: 1800 22 55 33.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@in.mpms.mufg.com, in or contact on: - Tel: 022 -4918 6000.

GENERAL GUIDELINES FOR SHAREHOLDERS:

1. During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
2. Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
3. In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in> under help section or write email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.
4. Any person, who acquires shares of the Company and become member of the Company after sending the Notice of EGM through electronic mode and holding shares as on the cutoff date, may obtain the login ID and password by sending a request at helpdesk. enotices@in.mpms.mufg.com,
5. The Scrutinizer shall after the conclusion of e-Voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the EGM, who shall then countersign and declare the result of the voting forthwith.
6. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.pantherindustrialproductsltd.com after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be forwarded to the stock exchange and the service provider i.e. Link Intime India Limited.

7. All correspondence including share transfer documents should be addressed to the RTA of the Company viz. MUFG Intime India Private Limited, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai – 400083, Tel:022- 49186000, e-mail: rnt@linkintime.co.in.

8. Members holding shares in physical form in single name are advised to avail of nomination facility. As per the provisions of Section 72 of the Companies Act 2013, the facility for making nomination is available for Members in respect of the shares held by them. Members, who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. Nomination forms can be obtained from the RTA. Members are requested to submit the said details to their DP in case shares are held in electronic form and to the RTA in case shares are held in physical form.

9. **Process for those Shareholders whose email addresses are not registered with the Depositories for obtaining login credentials for e-voting for the resolutions proposed in this Notice:**

- a) **For Physical shareholders:** Kindly send an email with a scanned request letter duly signed by 1st shareholder, providing the name, address and folio number, scanned copy of share certificate (front & back) and self-attested copy of PAN Card and Aadhar Card to piplin@rediffmail.com
- b) **For Demat Shareholders:** Kindly update your email id with depository participant.

Instructions for Members for attending the EGM through InstaMeet (VC/OAVM) are as under:

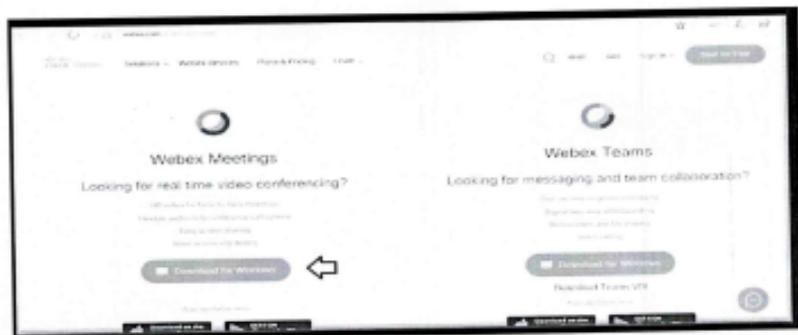
(i) Please read the below instructions carefully for participating in the meeting. For any support, shareholders may also call the RTA on the dedicated number provided in the instructions.

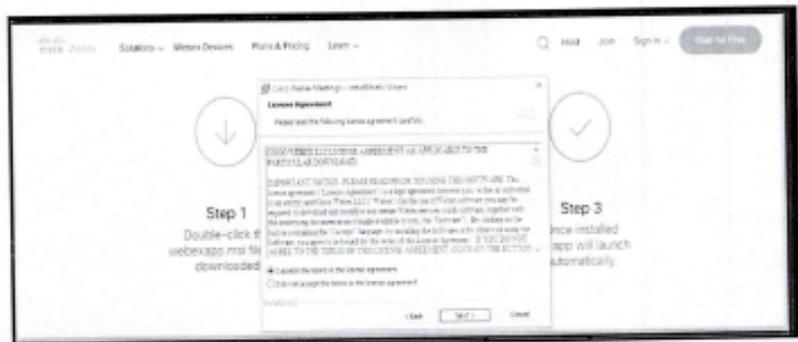
(ii) The Members are entitled to attend the EGM through InstaMeet (VC/OAVM) provided by Link Intime by following the below mentioned process. Facility for joining the EGM through VC/OAVM shall open 15 minutes before the time scheduled for the EGM.

(iii) The Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience. The Members are required to use Internet with a good speed to avoid any disturbance during the meeting. Please note that Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches. In case the members have any queries or issues regarding e-voting, you can write an email to instameet@in.mpms.mufg.com or Call at: - Tel :022-49186175).

(iv) For a smooth experience of EGM proceedings, shareholders who are registered as speaker for the event are requested to download and install the Webex application in advance on the device that you would be using to attend the meeting by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html>





b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1

1 (A)

1 (B)

Enter your First Name, Last Name and Email ID and click on Join Now

If you have already installed the Webex application on your device, join the meeting by clicking on Join Now

If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or run a temporary application. Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

The Members will be provided with InstaMeet facility wherein Member shall register their details and attend the EGM as under:

1. Open the internet browser and launch the URL : <https://instameet.linkintime.co.in>
2. Select the "Company" and "Event Date" from the Drop Down Box.
3. Register with following details:
 - Demat Account No. or Folio No: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
 - PAN: Enter your 10 digit Permanent Account Number (PAN). (Members who have not updated their PAN with the Depository Participant (DP)/
 - Company shall use the sequence number provided to you, if applicable.
 - Mobile Number: Enter your mobile number.
 - Email ID: Enter your email id, as recorded with your DP/Company.
4. Click on "Go to Meeting". (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the EGM through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company.
 2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
 3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
 4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
 5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the EGM through InstaMeet

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile

number/ registered email Id) received during registration for InstaMEET and click on "Submit". After successful login, you will see "Resolution Description" and against the same the option

"Favour/ Against" for voting.

3. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
4. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
5. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the EGM through InstaMeet facility 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 facility during the meeting.

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

The Company's registered office is currently situated in First Floor, Radha Bhavan, 121, Nagindas Master Road, Fort, Mumbai-400 001. In order to facilitate better administrative convenience and operational efficiency, the Board of Directors has proposed to shift the registered office to 1st Floor, Mohan Nagar, Thatipur, Gwalior-474011, Madhya Pradesh. The proposed change will not affect the operations or business of the Company adversely in any manner.

As per the provisions of Sections 12 and 13 of the Companies Act, 2013, shifting the registered office from one state to another requires the approval of the members by way of a special resolution and subsequent approval of the Regional Director.

The Board of Directors recommends passing the resolution as a Special Resolution.

None of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.

For Panther Industrial Products Ltd


Kaushik C. Shah
Managing Director
DIN: 00009510