



PITTI INDUSTRIES PRIVATE LIMITED

(Formerly Bagadia Chaitra Industries Private Limited)

Regd. Office: Plot No 7 & 8, KIADB Industrial Area, Vasanthanarasapura 2nd Phase,
Yalladaddlu, Kora Hobli, Tumakuru - 572128
Ph: 08162950055, Email : contact.bng@pitti.in
Website: www.pitti-industries.in
CIN : U31200KA2006PTC038273

NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting of the members of Pitti Industries Private Limited (Formerly Bagadia Chaitra Industries Private Limited) will be held on Wednesday, 23rd July 2025 at 3:30 PM IST through Video Conferencing ("VC)/ Other Audio Visual Means ("OAVM") to transact the following special business:

1. Shifting of Registered Office from the state of Karnataka to the state of Telangana and consequent alteration to the Memorandum of Association of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT subject to the provisions of section 4,12, 13 and all other applicable provisions, if any of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) ("the Act") read with rule 30 of the Companies (Incorporation) Rules, 2014 and subject to the approval of Members and the Central Government (Power delegated to Regional Director), consent of Members of the Company be and is hereby accorded for shifting of the Registered Office from the State of Karnataka to the State of Telangana which is under the jurisdiction of Registrar of Companies, Hyderabad.

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

"II. The Registered Office of the Company will be situated in the State of Telangana."

RESOLVED FURTHER THAT effective from the date of order of the Regional Director, confirming the alteration of the Memorandum of Association, the registered office of the Company shall be shifted from Plot No 7 & 8, KIADB Industrial Area, Vasanthanarasapura 2nd Phase, Yalladaddlu, Kora Hobli, Tumakuru - 572128 to IVth Floor, Padmaja Landmark, 6-3-648/401, Somajiguda, Hyderabad - 500082.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "Board", which term shall include any of its duly constituted committee or any officer/executive/representative and /or any other person authorized by the Board) be and are hereby severally authorized on behalf of the Company to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid Resolution."

By order of the Board
For Pitti Industries Private Limited
(Formerly Bagadia Chaitra Industries Private Limited)

Nishitha Agarwal
Company Secretary
ACS: 65553

Place: Tumakuru
Date: 12th June 2025

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act 2013 (“**the Act**”) in respect of Special Business to be transacted at the Extra Ordinary General Meeting (**EGM**) is annexed hereto and forms part of this notice.
2. The Ministry of Corporate Affairs (“**MCA**”) has, vide its circular dated 19th September 2024, read together with circulars dated 8th April 2020, 13th April 2020, 15th June 2020, 28th September 2020, 31st December 2020, 23rd June 2021, 8th December 2021, 5th May 2022, 28th December, 2022 and 25th September 2023 (together referred to as “MCA Circulars”), has allowed companies to hold general meetings through Video Conferencing (“**VC**”) or Other Audio Visual Means (“**OAVM**”), without requiring members to be physical present at a common venue. In accordance with the MCA Circulars and applicable provisions of the Act read with Rules made thereunder, the EGM of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the EGM.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since this EGM is being held through VC /OAVM as per MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the option to appoint a proxy is not available and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. All documents referred to in accompanying notice are open for inspection by the members at the Registered office of the Company on all working days between 11.00 A.M and 1.00 P.M and will also be available for electronic inspection by the members from the date of circulation of this Notice up to the conclusion of the EGM. Members seeking to inspect such documents can send an e-mail to contact.bng@pitti.in
5. Corporate Members intending to send their authorised representatives to attend the Meeting, pursuant to Section 113 of the Act, are requested to send a certified copy of the relevant Board Resolution authorising such representatives to attend and vote on their behalf at the Meeting.
6. Members seeking any information with regard to any of the matters placed at the EGM, are requested to write to the Company on or before 22nd July 2025 through email on contact.bng@pitti.in. The same will be replied to by the Company suitably.
7. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID, PAN, mobile number at contact.bng@pitti.in from 18th July 2025, 9:00 a.m. (IST) to 22nd July 2025, 3:00 p.m. (IST)). Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
8. Since the EGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
9. The cut-off date for voting and attending the EGM is Friday, 18th July 2025.

10. **Dispatch of Notice**

In compliance with the aforesaid Circulars issued by MCA, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories/RTA. Members may also note that the EGM Notice will also be available on the Company's website at www.pitti-industries.in

11. Manner of registering /updating email address

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 Kfin Technologies Limited, RTA of the Company in case the shares are held by them in physical form.

12. **Instructions for Participating in the EGM through VC/OAVM**

- a) Members will be provided the facility to attend the EGM through VC/OAVM using the Microsoft Teams Platform. The link to join the meeting will be sent to their registered email addresses. Members are requested to click on the link to access and join the meeting.

For first-time users of Microsoft Teams, the platform can be accessed through a web browser without needing to download the app. However, for a better experience, it is recommended to download and install the Microsoft Teams application in advance.

- b) In case a person becomes a Member of the Company after sending of the Notice and is holding shares as of the cut-off date viz., 18th July 2025, he/she may obtain the credentials of the meeting by sending a request at contact.bng@pitti.in.
- c) The facility for joining the EGM will open 15 minutes before the scheduled start time.
- d) Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

13. **Manner of casting vote on resolutions placed before the EGM**

- a) As the total number of Members in the Company is less than fifty, the voting shall be conducted at the meeting by show of hands.
- b) In the event a poll is demanded by any member under section 109 of the Act, the poll form shall be sent to the members from the designated Company email address contact.bng@pitti.in. Members shall be required to submit the duly filled in poll form by emailing it to the designated Company email address.
- c) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date viz., 18th July 2025.

14. **Helpdesk for any technical issues in login**

Members facing technical issue in login before or during the meeting may contact the Company by sending an email to contact.bng@pitti.in or call 08162950055.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

Item No. 1

The registered office and manufacturing facility of the Company are currently located at Plot No 7 & 8, KIADB Industrial Area, Vasanthanarasapura 2nd Phase, Yalladaddlu, Kora Hobli, Tumakuru - 572128. The registered office of its Holding Company, Pitti Engineering Limited, is situated in the state of Telangana.

In order to align the operations of the wholly owned subsidiary with its Holding Company, it is proposed to shift the registered office of the Company from the state of Karnataka to the state of Telangana. It is proposed to shift the registered office from Plot No 7 & 8, KIADB Industrial Area, Vasanthanarasapura 2nd Phase, Yalladaddlu, Kora Hobli, Tumakuru - 572128 to IVth Floor, Padmaja Landmark, 6-3-648/401, Somajiguda, Hyderabad - 500082.

Relocating the registered office to the same state as the Holding Company is intended to streamline corporate governance, improve inter-company coordination, and reduce administrative burdens. This move will facilitate operational efficiency, enhance regulatory compliance, and enable centralized decision-making and more effective resource management across the organization.

The Board of Directors of the Company at its meeting held on 12th June 2025 has recommended to shift the registered office from the State of Karnataka to Telangana in the best interest of the Company, shareholders and all concerned parties. The shifting of registered office will not be detrimental to the interest of the public, shareholders, creditors or employees in any manner whatsoever.

In accordance with the provisions of Section 12 and 13 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014, shifting of the Registered Office from one state to another and alteration of Clause II of the Memorandum of Association (MOA) of the Company requires the approval of the Members of the Company by means of a Special Resolution and approval of the Central Government (power delegated to Regional Director). Accordingly, the Board of Directors of your Company recommends for the approval of the Members, the resolution as set out at item no. 1 of the notice.

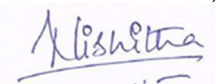
Copy of the existing MOA and the copy indicating the proposed amendments and other documents referred to in this notice are open for inspection by the members at the Registered office of the Company on all working days between 11.00 A.M and 1.00 P.M from the date of circulation of this Notice up to the date of this EGM.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No.1 of the notice.

The Board recommends the Special Resolution set out at Item No. 1 of the accompanying notice for the approval of the members.

Place: Tumakuru
Date: 12th June 2025

By order of the Board
For Pitti Industries Private Limited
(Formerly Bagadia Chaitra Industries Private Limited)



Nishitha Agarwal
Company Secretary
ACS: 65553