

**SHORTER NOTICE IS HEREBY GIVEN THAT THE EXTRA - ORDINARY GENERAL MEETING OF PAN GULF TECHNOLOGIES LIMITED WILL BE HELD ON MONDAY, MARCH 16, 2026 AT 3.30 P.M. (IST) THROUGH VIDEO CONFERENCING (VC) TO TRANSACT THE FOLLOWING BUSINESS:**

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**SPECIAL BUSINESS**

**ITEM NO. 1**

**INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND AMENDMENT TO CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION (MOA)**

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 Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder, (collectively referred to as the “Companies Act”), the consent and approval of the members of the Company, be and is, hereby, accorded to increase the authorised share capital of the Company from the existing ₹ 15,00,00,000/- (Rupees Fifteen Crore Only) (Rupees 150 million) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity shares of Rs. 10/- (Rupees Ten Only) each, to ₹ 40,00,00,000 (Rupees Forty Crores only) (Rupees 400 million) divided into 4,00,00,000 (Four Crore) Equity shares of Rs. 10/- (Rupees Ten Only) each, by creation of additional Authorised Capital Rs. 25,00,00,000 (Rupees Twenty Five Crores Only) (Rupees 250 million) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each;

**RESOLVED FURTHER THAT** new equity shares shall rank pari passu to the existing equity shares in all respect and that pursuant to Section 13 of the Companies Act, the existing clause V of Memorandum of Association of the Company with all the provisions contained in the Articles of Association of the Company with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer, transmission, voting etc., will be applicable to the new equity shares as they are applicable to the already issued equity shares;

**RESOLVED FURTHER THAT** the consent and approval of the members of the Company be and is hereby accorded for substituting the existing Clause V of the Memorandum of Association of the Company (“**Memorandum of Association**”) with the following clause:

“V. *The Authorised Share Capital of the Company is INR 40,00,00,000 (Rupees Forty Crores only) consisting of 4,00,00,000 (Four Crore) Equity shares of Rs. 10/- (Rupees Ten Only) each with the power to the Board to decide on the extent of variation in such rights and to classify and re-classify, from time to time, such shares into any class of shares.*”

**“RESOLVED FURTHER THAT** Mr. Prashant Mokashi (DIN: 01872698) – Managing Director and Mrs. Pooja Dandekar – Company Secretary of the Company be and are hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to, file the necessary application, forms with the regulatory authorities, to settle all questions, difficulties or doubts that may arise, submit such other documents and information as may be required by any regulatory authority, accept on behalf of the Company such conditions and modifications as may be prescribed or imposed by any regulatory authority and engage in any other communication with any regulatory authority and publish necessary gazette notifications, if required or deemed expedient to implement this resolution, and filing of necessary forms with the Registrar of Companies, Maharashtra at Mumbai and to comply with all other requirements in this regard;

**RESOLVED FURTHER THAT** any of the Directors and/or the Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action.”

**ITEM NO. 2**

**ISSUE OF BONUS SHARES**

To consider and if thought fit, to pass the following resolution as Ordinary Resolution

**“RESOLVED THAT** pursuant to the provisions of Sections 63 and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder (including Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014) (including any statutory modifications or re-enactment thereof, for the time being in force) (collectively referred to as the **“Companies Act”**), and in accordance with the Articles of Association of the Company, the consent and approval of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (**“Board”**) for capitalization of such amount out of the amount(s) standing to the credit of the free reserves of the Company, including but not limited to the securities premium account, and/or such other accounts as are permitted under applicable law to be utilized for the purpose, as on March 31, 2025, for the purpose of issue of fully paid-up bonus shares of ₹ 10 each (**“Bonus Equity Shares”**) to the members whose names appear in the Register of Members or in the respective beneficiary account with their respective Depository Participants as on March 10, 2026 (**“Record Date”**), determined in this regard by the Board, in the ratio of 2:1, i.e., 2 (Two) fully paid-up Bonus Equity Shares of ₹10 each for every 1 (One) existing fully paid-up Equity Share of ₹10 each held;

**RESOLVED FURTHER THAT** the Bonus Equity Shares so issued shall be treated for all purposes as an increase in the nominal amount in the share capital of the Company held by each such member and not as an income or distribution in lieu of dividend, and the Bonus Equity Shares so issued shall rank *pari passu* in all respects with the existing Equity Shares;

**RESOLVED FURTHER THAT** the Bonus Equity Shares shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall in all respects rank *pari passu* with the existing fully paid-up equity shares of ₹ 10 each of the Company and shall be entitled to any dividends declared after the allotment of the new Bonus Equity Shares.

**RESOLVED FURTHER THAT** the Bonus Equity Shares shall be credited to the respective beneficiary accounts of the shareholders of the Company.

**RESOLVED FURTHER THAT** no members shall be entitled to a fraction of an equity share as a result of implementation of this resolution and no coupon or cash shall be issued for fraction of equity shares and the bonus shall be rounded to the lower integer;

**RESOLVED FURTHER THAT** Mr. Prashant Mokashi (DIN: 01872698) – Managing Director, Mrs. Pooja Dandekar – Company Secretary and Ms. Sudha Chellappa – Chief Financial Officer, be and are hereby severally authorized to take all necessary steps for giving effect to the foregoing resolution, including issuing a corporate action form to the depositories, issuing new share certificates if required, issuing allotment letters if required, incurring necessary expenses including payment of stamp duty, filing necessary forms with the regulatory authorities in accordance with the applicable provisions of the Companies Act, settling any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing, and doing all such acts, deeds, matters, and things as deemed necessary, proper, or desirable in relation to the foregoing;

**RESOLVED FURTHER THAT** a copy of the above resolution, certified to be true by any Director or the Company Secretary, be forwarded to concerned authorities for necessary actions.”

**FOR PAN GULF TECHNOLOGIES LIMITED**  
(Formerly known as Pan Gulf Technologies Private Limited)



**MRS. POOJA DANDEKAR**  
**COMPANY SECRETARY**  
**M.NO. A28899**

**Place: Thane**

**Date: March 10, 2026**

**Regd. Office: A WING, 6TH FLOOR, LODHA I THINK TECHNO CAMPUS POKHRAN ROAD NO 2, BEHIND TCS, THANE WEST, MAHARASHTRA, INDIA, 400607**

Notes:

1. Pursuant to General Circular No. 20/2020 dated 05 May 2020 issued by the Ministry of Corporate Affairs ("MCA") read together with MCA General Circular Nos. 14 & 17/2020 dated 08 April 2020 and 13 April 2020 respectively and MCA General Circular No. 09/2024 dated 19 September 2024 and No. 03/2025 dated September 22, 2025 ("MCA Circulars"), the Company will be conducting this Extra Ordinary General Meeting ("EGM" or "Meeting") through Video Conferencing/Other Audio Visual Means ("VC"/"OAVM").
2. Pursuant to the MCA Circulars, physical attendance of the Members is not required at the EGM and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 ("the Act").
3. In accordance with the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15 April 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM. Since the EGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
4. 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 and the proxy need not be a Member of the Company. Since this EGM is being held through VC/OVAM pursuant to the applicable MCA Circulars 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 are not annexed to this Notice.
5. The facility for appointment of proxies by members is not allowed for meeting through VC or OAVM. However, representative as per section 113 of the Companies Act, 2013 are allowed.
6. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with regard to Special Business is annexed herewith.
7. The statutory registers and other documents as mentioned in the notice are available for inspection at the registered office as well as online upon sending request to [pooja.d@pangulftech.com](mailto:pooja.d@pangulftech.com)
8. Pursuant to section 20(2) of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, Companies are permitted to send official documents to their shareholders electronically.
9. Members are allowed to raise queries in advance and at the meeting. Queries in advance shall be mailed to [pooja.d@pangulftech.com](mailto:pooja.d@pangulftech.com) on or before March 16, 2026.
10. Since convening an EGM for the above purpose is an urgent business, request for consenting to the shorter notice is enclosed to this notice as per the proviso to section 101(1) of the companies act, 2013 to convene the EGM at a shorter notice on March 16, 2026.

**INSTRUCTIONS FOR MEMBERS TO ACCESS AND PARTICIPATE IN THE MEETING**

1. The meeting begins at 3.30 p.m. (IST) on March 16, 2026. Members of the Company holding shares as on March 10, 2026 either in physical form or in dematerialized form can participate in the meeting.
2. The members shall be allowed to login to the meeting from 3.15 p.m. to 3.30 p.m.
3. The meeting shall be conducted through Teams platform. The link for joining the meeting shall be shared through email.
4. Any grievances relating to participation in the meeting shall be addressed to:  
Pooja Dandekar  
Company Secretary and Compliance Officer  
Email: [pooja.d@pangulftech.com](mailto:pooja.d@pangulftech.com)

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

The following explanatory statement sets out all material facts relating to the resolution mentioned in the accompanying Notice dated March 10, 2026 and shall be taken as forming part of the said Notice.

**Item No. 1:**

**To consider increase in the Authorised share capital of the Company and subsequent amendment to the capital clause of Memorandum of Association of the Company**

The current Authorised Capital of the Company is Rs. 15,00,00,000 (Rupees Fifteen Crores only) (Rupees 150 million) consisting of 1,50,00,000 (One Crore Fifty Lakh only) Equity shares of Rs. 10 each. The Company proposes to increase its Authorised Share Capital to Rs. 40,00,00,000 (Rupees Forty Crores only) (Rupees 400 million) consisting of 4,00,00,000 (Four Crore only) Equity shares of Rs. 10 each by creation of additional Authorised Capital Rs. 25,00,00,000 (Rupees Twenty Five Crores Only) (Rupees 250 million) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to facilitate any fund raising via further issue of equity shares of the Company.

The increase in authorised share capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association

In view of increase in the Authorised Share Capital of the Company and sub-division of the share capital of the Company, the existing Clause V of the memorandum of association of the Company (“**Memorandum of Association**”), is proposed to be substituted with the following:

“V. *The Authorised Share Capital of the Company is INR 40,00,00,000 (Rupees Forty Crores only) consisting of 4,00,00,000 (Four Crore) Equity shares of Rs. 10/- (Rupees Ten Only) each with the power to the Board to decide on the extent of variation in such rights and to classify and re-classify, from time to time, such shares into any class of shares.*”

Copy of existing Memorandum of Association and the draft copy of the amended Memorandum of Association will be made available for inspection at the registered office of the Company during the working hours of the Company on any working day up to the date of the Extra-Ordinary General Meeting.

Pursuant to the provisions of Sections 13 of the Companies Act, 2013, as applicable, any amendment in Memorandum of Association requires approval of the shareholders of the Company.

None of the directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are interested in the said resolution.

The Board of Directors of the Company recommends the resolutions set out at Item No. 1 of the accompanying Notice for your approval as ordinary resolution.

**Item No. 2:**

**To consider issue of bonus shares**

The Company proposes to issue equity shares by way of a bonus issue pursuant to Section 63, and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (the “**Bonus Issue**”). The Bonus Issue is proposed to be made in the proportion of 2:1 (2 [Two]) new bonus equity shares of ₹10 each for every (1 [One]) existing fully paid-up equity shares of ₹ 10 each to the holders of the equity shares of the Company, whose names shall appear in the Register of Members or in the respective beneficiary account with their respective Depository Participants as on Tuesday, March 10, 2026 (the “**Record Date**”) and that the new bonus equity shares so issued and allotted shall be treated for all purposes as an increase of the nominal amount of equity share capital of the Company held by each such member and not as income in lieu of dividend credited.

For the Bonus Issue, the Board has proposed capitalizing a sum of ₹ 20,00,00,000 (Rupees Twenty Crore only) standing to the credit of the free reserves of the Company including but not limited to securities premium account, general reserves and/or such other accounts as are permitted to be utilized for the purpose, as on March 31, 2025.

The details of share capital of the Company pre and post the Bonus Issue shall be as under:

- a. Number of shares pre-Bonus Issue: 1,00,00,000 equity shares of ₹ 10 each aggregating to a share capital of ₹ 10,00,00,000; and
- b. Number of shares post-Bonus Issue: 3,00,00,000 equity shares of ₹ 10 each aggregating to a share capital of ₹ 30,00,00,000.

Further, the following shall be taken note of:

- a) the Company has not defaulted in respect of the payment of statutory dues of the employees, such as, contribution to provident fund, gratuity and bonus; and
- b) any partly paid-up shares of the Company, if any, outstanding on the date of allotment, will be made fully paid-up.
- c) Issue of Bonus Shares is authorised by Articles of Association
- d) issuance of Bonus Shares shall not be withdrawn upon members approval
- e) There is no default in payment of interest or principal in respect of fixed deposits

None of the directors or Key Managerial Personnel of the Company or their relatives (as defined in the Companies Act, 2013) are interested in the proposed resolution, except in the ordinary course of business.

The Board recommends the Ordinary Resolution for approval of the shareholders of the Company.

**FOR PAN GULF TECHNOLOGIES LIMITED**  
(formerly known as Pan Gulf Technologies Private Limited)



**MRS. POOJA DANDEKAR**  
**COMPANY SECRETARY**  
**M.NO. A28899)**

**Place: Thane**

**Date: March 10, 2026**

**Regd. Office:**

**A WING, 6TH FLOOR, LODHA I THINK TECHNO CAMPUS POKHRAN ROAD NO 2, BEHIND TCS,  
THANE WEST, MAHARASHTRA, INDIA, 400607**

Format of Short Notice Consent  
THE COMPANIES ACT, 2013  
**Consent by the Shareholder for shorter notice**  
[Pursuant to Section 101 (1)]

To,  
**PAN GULF TECHNOLOGIES LIMITED**  
Regd. Office:  
A WING, 6TH FLOOR, LODHA I THINK TECHNO CAMPUS  
POKHRAN ROAD NO 2, BEHIND TCS,  
THANE WEST, MAHARASHTRA, INDIA, 400607

I, \_\_\_\_\_ Shareholder of the Company, holding \_\_\_\_\_ Equity shares of Rs. 10 each under Folio No. / DPID Client ID \_\_\_\_\_ hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold the Extra Ordinary General Meeting on Monday, March 16, 2026 at a shorter notice.

Thanking you,  
Yours faithfully,

\_\_\_\_\_  
Signature  
Name of shareholder

Place:  
Date: