



PKH VENTURES LIMITED

CERTIFIED TO BE TRUE COPY OF THE RESOLUTION PASSED AT THE EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY NAMEDLY "PKH VENTURES LIMITED" ON 02ND MARCH 2022 AT REGISTERED OFFICE OF THE COMPANY

ISSUE OF EQUITY SHARES TO THE PUBLIC (INITIAL PUBLIC OFFER):

SPECIAL RESOLUTION

"RESOLVED THAT in supersession of the earlier resolution passed and pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment thereof, for the time being in force) (the "*Companies Act, 2013*") and the rules made thereunder, the Securities Contracts (Regulation) Act, 1956, as amended ("*SCRA*"), and the rules framed thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("*SEBI ICDR Regulations*"), other applicable laws, rules, regulations, policies or guidelines, including the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India, the Reserve Bank of India ("*RBI*"), the Securities and Exchange Board of India ("*SEBI*"), the Registrar of Companies, Mumbai ("*ROC*"), stock exchanges or any other competent authority (collectively, the "Statutory and Regulatory Authorities"), from time to time, to the extent applicable, including provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "*SEBI LODR Regulations*") governing disclosure and obligations of stock exchanges, Foreign Exchange Management Act, 1999 as amended from time to time ("*FEMA*"), Foreign Exchange Management (Non-debt Instruments) Rules, 2019 where the equity shares are proposed to be listed i.e. on the Bombay stock exchange ("*BSE*") and National Stock Exchange ("*NSE*") (collectively, the "Stock Exchanges") and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the listing agreements to be entered into between the Company and the Stock Exchanges and subject to approvals, consents, permissions and sanctions as might be required from the Statutory and Regulatory Authorities, lenders of the Company and other third parties, and subject to such conditions as might be prescribed by them while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board"), consents of the shareholders of the Company be and is hereby granted subject to consent of shareholder, for an initial public offering of the equity shares of the

PKH VENTURES LIMITED

(Formerly known as PKH Ventures Private Limited & P. K. Hospitality Services Private Limited)


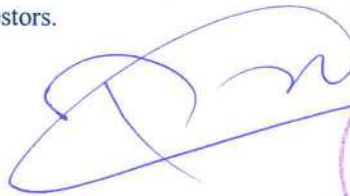
CIN : U55100MH2000PLC125159

Regd. Office : 201, A Wing, Fortune 2000, 2nd Floor, C-3 Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051

Phone : 022 - 35722456 / 79635174 • Email : admin@pkhs.in

Company, and the Board be and is hereby authorized to create, offer, issue and allot upto 1,82,58,427 equity shares of the face value of ₹ 5/- (Rupees Five only) (the "Equity Shares") each by way of a fresh issuance of Equity Shares (the "Fresh Issue") together with an offer for sale, if any, upto 98,31,461 Equity Shares by our Promoter, Pravin Kumar Agarwal, in relation to such number of Equity Shares held by him which are eligible for offer for sale in accordance with the SEBI ICDR Regulations (the "Offer for Sale" and such shareholder, the "Promoter Selling Shareholder", the Offer for Sale together with the Fresh Issue, the "Offer" or the "IPO"), out of the authorized share capital of the Company, of such number of Equity Shares or up to such amount as the Board may decide, to such person or persons, who may or may not be the members of the Company and as the Board may, at its sole discretion, decide in consultation with the Book Running Lead Managers ("BRLMs"), so appointed including to (i) foreign/ resident investors, eligible Foreign Portfolio Investors ("FPIs"), sub-accounts of eligible FPIs, alternative investment funds, foreign venture capital investors, non-resident Indians, (ii) mutual funds, venture capital funds, alternative investment funds, public financial institutions, scheduled commercial banks, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds, pension funds, national investment fund, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, Ministry of Communications and Information Technology, India, systemically important non-banking financial companies, (iii) trusts/societies registered under the Societies Registration Act, 1860, (iv) bodies corporate, any other private or public companies, or other body corporate(s) or entities, whether incorporated or not, and such other persons, including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other categories of investors, including anchor investors, as may be permitted under applicable laws, whether they be holders of Equity Shares or not, the price including the premium to be issued in the manner, and on the terms and conditions as the Board may, in its absolute sole discretion, decide, in consultation with the BRLMs, whether the price at which the Equity Shares are to be issued, at par or at premium for cash, including discount for any category of investors, as permitted under applicable laws, and the decision to determine the category or categories of investors to whom the offer, issue and allotment/ transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board, in consultation with the BRLMs, and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit and to list the Equity Shares on the Stock Exchange as may be decided by the Board from time to time;

FURTHER RESOLVED THAT the Board may allocate to the Qualified Institutional Buyer (the "QIB") portion of the Offer in consultation with the BRLMs, to anchor investors on a discretionary basis in accordance with the SEBI ICDR Regulations and do all such other acts, deeds, matters and things as it may from time to time, in its absolute discretion decide and including without limitation, to negotiate finalize and execute any document or agreement and any amendments or supplement thereto and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the allocation to Anchor Investors.



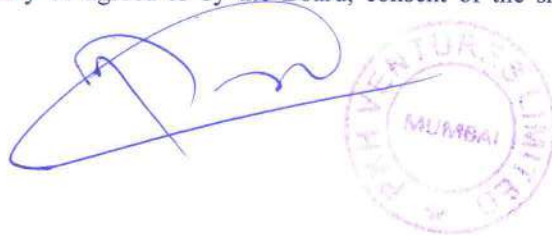
“RESOLVED FURTHER THAT subject to approval Shareholders, the Board may allocate up to 15,00,000 Equity Shares in accordance with the provisions of Sections 62(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013, to certain investors prior to filing of the red herring prospectus with SEBI (“Pre-IPO Placement”), at such other price as the Board may, determine, in consultation with the BRLMs and / or other advisors, in light of the then prevailing market conditions and in accordance with the Companies Act 2013, the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines. In the event of happening of Pre-IPO Placement, the size of the Offer would be reduced to the extent of Equity Shares issued under Pre-IPO Placement.”

FURTHER RESOLVED THAT all the new Equity Shares as aforesaid to be issued and allotted in the manner aforesaid shall be subject to the Memorandum and Articles of Association of the Company and shall rank *pari passu inter se* in all respects with the then existing Equity Shares of the Company.

FURTHER RESOLVED THAT over subscription to the extent of 1% of the Offer be retained for the purpose of rounding off while finalizing the basis of allotment.

FURTHER RESOLVED THAT Board may determine the terms of the Offer including the class of investors to whom the securities are to be allotted, the number of securities to be allotted in each tranche, issue price, premium amount on issue, listing on the Stock Exchanges as the Board in its absolute discretion deems fit, and further, the Board may do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to IPO including but not limited to allotment and utilization of the proceeds and further to do all such acts, deeds, documents and agreements, matters and things and to appoint BRLMs, advisor(s), if any, and such intermediaries as may be required in the process and to finalize the issue expenses including payments to intermediaries, regulators and any other entities as may be required and to decide on the structure of IPO and execute all documents and writings as may be necessary, proper, desirable or expedient as it may deem fit including the various agreements for IPO with various parties and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regard the terms and conditions, including the timing of IPO and to change the size of the Offer as the Board may in its absolute discretion decide, in the interest of the Company in accordance with the SEBI ICDR Regulations, without requiring any further approval of the members or in relation to raising of funds as authorized herein and that all or any of the powers conferred on the Company and the Board vide this resolution may be exercised by the Board or such Committee thereof as the Board may constitute in this behalf.

FURTHER RESOLVED THAT pursuant to the applicable provisions of the Foreign Exchange Management Act (FEMA), 1999, the Companies Act, 2013 and all other applicable laws, rules, regulations, guidelines, such approvals, consents and permissions of the Statutory and Regulatory Authorities other authorities, institutions or bodies as may be necessary and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Board, consent of the shareholders be and is hereby



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accorded for investment in the Equity Shares of the Company by Foreign Portfolio Investors (FPIs) including their sub-accounts registered with the SEBI up to the sectoral cap as may be applicable.

FURTHER RESOLVED THAT pursuant to the provisions of the Foreign Exchange Management Act, 1999, as amended, Companies Act, 2013, as amended, the Consolidated Foreign Direct Investment Policy of 2020, as amended ("FDI Policy"), FEMA (Non-debt Instruments) Rules, 2019, as amended, Master Directions on Foreign Investment in India dated January 4, 2018, as amended, read with various policy pronouncements after the date of such FDI Policy and all other applicable laws, rules, regulations, guidelines circulars and notifications (including any statutory modifications or re-enactments thereof for the time being in force) and subject to the approvals, consents, sanctions and permissions of and/or filings with the Government of India, the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI") and any other appropriate authorities, institutions or bodies as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the concerned authorities while granting such approvals, permissions and sanctions and the like and read with the provisions of the Memorandum of Association and Articles of Association of the Company, consent of the shareholders be and is hereby accorded for increase in the limit of total holding of all Non-Residential Indians ("NRIs") and/or Overseas Citizens of India ("OCI") on repatriation basis to 24% from 10% of the paid-up capital of The Company."

FURTHER RESOLVED THAT the Board be and is hereby authorized at its discretion, to further delegate by way of authorization in favour of any of the members of the Board or a committee thereof to do all the necessary acts and take necessary steps that may be deemed expedient to give effect to the resolutions.

FURTHER RESOLVED THAT in addition to the Fresh Issue, consent of the Board of the Company be and is hereby granted subject to consent of shareholder, to the inclusion of an offer for sale component as part of the initial public offering, which will entail an offer for sale by our Promoter, Mr. Pravin Kumar Agarwal up to 98,31,461 equity shares, which are eligible for offer for sale, (the "Offer for Sale" and such shareholder the "Promoter Selling Shareholder"; the Offer for Sale together with the Fresh Issue, the "Offer" or the "IPO") as the Board may accept, in accordance with the applicable provisions of the Companies Act, 2013, in accordance with the SEBI ICDR Regulations, at such price as may be determined in accordance with the book building process under the SEBI ICDR Regulations and as agreed to by the Company and the Promoter Selling Shareholder, in consultation with the BRLMs for the Offer. The Offer will be made to any category of person or persons as permitted under applicable laws, as decided by the Company and Promoter Selling Shareholder in consultation with the BRLMs, including to (i) foreign/ resident investors, FPIs, sub-accounts of eligible FPIs, foreign investors, such as registered foreign portfolio investors, alternative investment funds, foreign venture capital investors, non-resident Indians, (ii) mutual funds, venture capital funds, alternative investment funds, public financial institutions, scheduled commercial banks, multilateral and bilateral development



financial institutions, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds, pension funds, national investment fund, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, Ministry of Communications and Information Technology, India, systemically important non-banking financial companies, (iii) trusts/societies registered under the Societies Registration Act, 1860, (iv) employees and/or workers of the Company, (v) bodies corporate, any other private or public companies, or other body corporate(s) or entities, whether incorporated or not, and such other persons, including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other categories of investors, including anchor investors, as may be permitted under Applicable Laws, whether they be holders of Equity Shares or not.

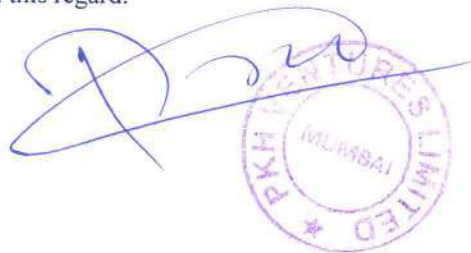
FURTHER RESOLVED THAT

- i. All monies received out of the IPO shall be transferred to a separate Bank Account opened by the Company other than the bank account referred to in sub-section (3) of section 40 of the Companies Act, 2013;
- ii. details of all monies utilized out of the IPO referred above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies have been utilized;
- iii. details of all unutilized monies out of the IPO, if any, shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilized monies have been invested; and
- iv. The Company shall comply with the requirements of Regulation 32 of the SEBI LODR Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Fresh Issue.

FURTHER RESOLVED THAT any of the Director(s) of the Company and/or Company Secretary be and is hereby severally authorized to do all such acts, deed and things, including filing of the necessary forms with the Registrar of Companies, Mumbai as may be deemed necessary to give effect to the resolutions.

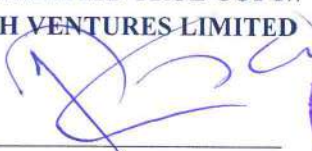
FURTHER RESOLVED THAT any of the Director(s) of the Company and/or the Company Secretary be and is hereby authorized severally to file the required forms with the Registrar of Companies, Mumbai and to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.

FURTHER RESOLVED THAT the Board or the Company Secretary is hereby authorised to issue notice convening the meeting of Shareholder authorizing the IPO and to comply with all requirements of the Companies Act, 2013 in this regard."



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//CERTIFIED TRUE COPY//
PKH VENTURES LIMITED



Pravin Kumar Brijendra Kumar Agarwal
Director

DIN: 00845482

Add: 1105, Tower A, Raheja Sherwood,
Western Express Highway, Goregaon (E),
Mumbai 400 063

CERTIFIED TRUE COPY OF THE EXPLANATORY STATEMENT PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF MEMBERS OF THE PKH VENTURES LIMITED AT REGISTERED OFFICE OF THE COMPANY ON 02th MARCH 2022

The Members are requested to note that the Board of Directors of the Company at their meeting, considered and approved initial public offering of the equity shares of the Company, and to create, offer, issue and allot up to 1,82,58,427 equity shares of the face value of ₹ 5/- (Rupees Five only) (the "*Equity Shares*") each way of a fresh issuance of Equity Shares (the "*Fresh Issue*") together with an offer for sale, if any, up to 98,31,461 Equity Shares by our Promoter, in relation to such number of Equity Shares held by him which are eligible for offer for sale in accordance with the SEBI ICDR Regulations (the "**Offer for Sale**" and such shareholder, the "**Promoter Selling Shareholder**", the Offer for Sale together with the Fresh Issue, the "**Offer**" or the "**IPO**") out of the authorized share capital of the Company, of such number of Equity Shares

Material Information pertaining to IPO shall as follows:

1. Offer Price:

The Price at which the equity Shares shall be allotted through the offer shall be determined and finalized by the Company in consultation with BRLMs in accordance with the SEBI (ICDR Regulations).

2. The Object(s) of the Offer.

The proceeds of the offer are to be utilized for the purposes that shall be disclosed in the draft red hearing prospectus to be filed with the SBEI in connection with the offer, including for general corporate purposes. The Board has the authority to modify the above object on the basis of the requirement of the company, subject to applicable laws.

3. Intention of Director/Key managerial Personnel to subscribe to the offer:

The Company has not made and will not make an offer to any director and KMP. However, the Director or the Key Managerial personnel may apply for the Equity shares in the various categories under the offer in accordance with the SEBI (ICDR) Regulations

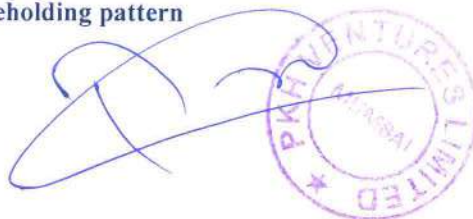
4. Whether a change in control is intended or expected

No change in control is intended or expected as a result of the Offer.

5. Allotment

The allotment of Equity shares pursuant to the offer shall be completed with such time period as may be prescribed under applicable law.

6. Pre-Offer and Post offer Shareholding pattern



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The Pre-offer and Post offer shareholding pattern (To the extent applicable) shall be disclosed in the offer documents in connection with offer.

The Board recommends the resolution for your approval. Additionally, to the extent the above requires amendment to be made in terms of the Companies Act 2013 and the rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force.

The Board recommends the special resolution set out at Item No. 1 in the Notice to the Members for their consideration and approval by way of a Special Resolution.

Except to the extent of the Equity Shares offered under Offer for Sale or subscribed under Offer, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the Notice.

**//CERTIFIED TRUE COPY//
PKH VENTURES LIMITED**



Pravin Kumar Brijendra Kumar Agarwal

Director

DIN: 00845482

**Add: 1105, Tower A, Raheja Sherwood,
Western Express Highway, Goregaon (E),
Mumbai 400 063**