

PESHA WHEAT LIMITED

(FORMERLY KNOWN AS M/S PESHA WHEAT)

CIN - U10797MP2023PLC069079

REGISTERED OFFICE - 711, SHEKHAR CENTRAL, 4/5 BLOCK NO. 1,
MANORAMAGANJ, A.B. ROAD, INDORE- 452001- MADHYA PRADESH, INDIA

EMAIL ID: - PESHAWHEAT@GMAIL.COM PHONE NO.: - +918878876796

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE EXTRA ORDINARY GENERAL MEETING OF MEMBERS OF PESHA WHEAT LIMITED HELD ON WEDNESDAY, 16TH DAY OF JULY, 2025 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 711, SHEKHAR CENTRAL, 4/5, BLOCK NO. 1, MANORAMAGANJ, A.B. ROAD, INDORE, MADHYA PRADESH, INDIA, 452001

INITIAL PUBLIC OFFERING ("IPO") OF THE COMPANY BY FRESH ISSUE OF EQUITY SHARES: SPECIAL RESOLUTION

RESOLVED THAT pursuant to the provisions of Sections 23 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the "Act") (including any statutory modifications or re-enactment thereof for the time being in force), read with the Memorandum of Association and Articles of Association of the Company and the Listing Agreements to be entered into with the respective stock exchange, where the Company's equity shares are proposed to be listed and subject to the approval to the extent necessary of Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI") and all other concerned statutory and other authorities, as may be required (hereinafter collectively referred to as "Appropriate Authority") and to the extent necessary, such other approvals, consents, permissions, sanctions and the like, as may be necessary, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions and the like, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred upon it), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot equity shares of an aggregate number up to and not exceeding **70,00,000/- (Seventy Lakhs) Equity Shares (the "Fresh Issue")** at a price as may be decided by the Board of Directors in consultation with Book-Running Lead Manager, ranking pari-passu with the existing equity shares of the Company, to such person or persons who may or may not be the shareholders of the Company as the Board may decide, including anchor investors, if any, one or more of the members of the Company, employees (through a reservation or otherwise), Hindu Undivided Families, foreign portfolio investors, venture capital funds, alternative investment funds, foreign venture capital investors, multilateral and bilateral financial institutions, non-resident Indians, state industrial development corporations, insurance companies, provident funds, pension funds, the National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws by way of initial public offering including General Public their friends, relatives and associates, foreign / resident investors, financial institutions, venture capital funds, public financial institutions, banks, multilateral and bilateral development financial institutions, insurance whether they be holders of equity shares of the Company or not, and / or through issue of offer documents ("Initial Public Offer") under (Issue of Capital and Disclosure Requirements) Regulations, 2018 of SEBI, through the Book Building Process, in one or more tranches and in the manner, and on the terms and conditions, as the Board may in its absolute sole discretion, decide including the price at which the equity shares are to be issued, at par or at premium and for cash 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 and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit.

RESOLVED FURTHER THAT any of the Director of the Company, be and is hereby severally authorized to make addition or vary any of the above said clauses, in consultation with the Book

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Running Lead Manager or such other authorities as may be required, and without prejudice to the generality of the aforesaid, deciding the exact Issue structure, and on the exact component of fresh issue of shares in the Issue.

RESOLVED FURTHER THAT

1. All the monies received out of the issue of shares to the public shall be transferred to separate bank account referred to in Sub-section (3) of Section 40 of the Companies Act, 2013;
2. Details of all monies utilized out of the Issue referred to in sub-item (a) above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilized; and
3. Details of all unutilized monies out of the issue of shares, if any, referred to in sub-item (a) above 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.
4. Object of the issue is Working Capital Requirement, General Corporate Purpose (GCP), Repayment of Loans (except repayment of loans owed to promoters, promoter group or related parties directly or indirectly), Investment in Subsidiaries, Capital Expenditure towards Expansion/Diversification, Various Marketing Initiatives, Public Issue Expense or any other object as may be decided by Board of Directors of the Company.

RESOLVED FURTHER THAT such of these equity shares to be issued as are not subscribed may be disposed of by the Board in favour of underwriter(s) to the issue;

RESOLVED FURTHER THAT any of the Director of the Company, be and is hereby severally authorized to take such action, give such directions, as may be necessary or desirable to give effect to this resolution and to do all such acts, matters, deeds and things, including but not limited to the allotment of equity shares against the valid applications received in the Initial Public Offering, as are in the best interests of the Company;

RESOLVED FURTHER THAT any of the Director and Company Secretary of the Company, be and are hereby severally authorized to execute and sign the documents including consent letter, power of attorney, certificates etc., as may be required in connection with the above;

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to appoint the Book Running Lead Manager to the above Issue;

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to appoint the Registrar to the Issue;

RESOLVED FURTHER THAT

- a) The Company will furnish to the stock exchange on a quarterly / half yearly basis, a statement indicating material deviations, if any, in the use of proceeds of the Initial Public Offering from the objects stated in the Draft Red Herring Prospectus / Red Herring Prospectus/ Prospectus;
- b) The information mentioned in sub-clause (a) shall be furnished to the stock exchange along with the interim or annual financial results submitted under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR), 2015) and shall be published in the newspapers, if required simultaneously with the interim or annual financial results, after placing it before the Audit Committee, in terms of Regulation 47 of SEBI (LODR), 2015;

RESOLVED FURTHER THAT, for the purpose of giving effect to these resolutions, any of the Director and Company Secretary of the Company, be and are hereby severally authorized, on behalf of the Company, to decide and approve the terms and conditions of the Issue, including but not limited to reservations for employees or other permitted categories, and shall be entitled to vary, modify or alter any of the terms and conditions, including the size of the Issue, as he may consider expedient and to do all such acts, deeds, matters and things, as he may in his absolute sole discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in regard to the above offer, issue and allotment and utilization of the proceeds of

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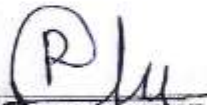
the Issue, to liaise with regulatory authorities and further to do all such acts, deeds, matters and things and to negotiate and finalize all such deeds, documents and writings as may be necessary, desirable or expedient to give effect to the above resolution and to negotiate terms, appoint advisor(s), Book Running Lead Manager, registrar(s), syndicate member(s), underwriter(s) any other intermediary/intermediaries registered with SEBI, legal counsel or legal experts, advertising agents/agencies, consultants and to pay any fees, commission, remuneration, incur expenses and take such further steps as may be required necessary, incidental or ancillary for the allotment and listing of the aforesaid equity shares on the Stock Exchanges (SME Segment) where the Company's equity shares are proposed to be listed, as may be decided by the Board, and to make such modifications without being required to seek further consents or approval of the members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the members of the Company have taken note that the Company had earlier filed Form MGT-14 with the Ministry of Corporate Affairs in connection with the Initial Public Offering ("IPO") of the Company by way of a fresh issue of equity shares; however, as the said process could not be pursued further, this resolution shall supersede the resolution passed by the Board of Directors at its meeting held on 22nd July 2024 and the subsequent approval of the members dated 23rd July 2024, in this regard.

RESOLVED FURTHER THAT any of the Director and Company Secretary of the Company be and are hereby severally authorized to do all the necessary acts and take necessary steps that may be deemed expedient to give effect to this resolution."

//CERTIFIED TRUE COPY//

For & on behalf of the Board of Directors of
PESHTA WHEAT LIMITED


RAHAT ALI SAIYED
MANAGING DIRECTOR
DIN: 10437335

ADDRESS: S/O NIYAZ ALI SAIYED, 73
SECTOR-H GREEN PARK, GARDEN ROAD
INDORE MADHYA PRADESH INDIA-452002

Place: INDORE

Date: 16/07/2025

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF MEMBERS OF PESHTA WHEAT LIMITED WILL BE HELD ON WEDNESDAY, 16TH DAY OF JULY, 2025 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 711, SHEKHAR CENTRAL, 4/5, BLOCK NO. 1, MANORAMAGANJ, A.B. ROAD, INDORE, MADHYA PRADESH, INDIA, 452001 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

A. INCREASE IN AUTHORISED SHARE CAPITAL:

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 & Section 64, and other applicable provisions of the Companies Act, 2013 and any the rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the provisions of Memorandum and the Articles of Association of the Company, consent of the shareholders of the company be and is hereby accorded, to increase the Authorized Share Capital of the Company from Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crore Only) Equity shares of Rs.10/- (Rupees Ten Only) each to Rs. 24,70,00,000/- (Rupees Twenty-Four Crores Seventy Lakhs Only) divided into 2,47,00,000 (Two Crore Forty-Seven Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten Only) each by creation of additional 47,00,000 (Forty-Seven Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the shareholders of the Company be and is hereby accorded, for substituting Clause V of the Memorandum of Association of the Company with the following clause:

V. The Authorized Share Capital of the Company is Rs. 24,70,00,000/- (Rupees Twenty-Four Crores Seventy Lakhs Only) divided into 2,47,00,000 (Two Crore Forty-Seven Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the new equity shares shall rank pari-passu with the existing equity shares.

RESOLVED FURTHER THAT any one of the Director of the Company be and is hereby severally authorized to sign any e-forms SH -7, other forms, returns, documents as may be required to be filed whether physically or electronically with the Ministry of Corporate Affairs, Registrar of Companies consequent upon proposed increase in the authorized Share Capital of the Company and consequent change in the Capital clause of the Memorandum of Association of the Company."

B. ALTERATION AND ADOPTION OF NEW SETS OF ARTICLES 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 Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the shareholders be and is hereby accorded to adopt a new set of Articles of Association in substitution for and to the entire exclusion of the existing Articles of Association of the Company, to align the same with the provisions of the Companies Act, 2013 and the rules made thereunder.



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RESOLVED FURTHER THAT the new set of Articles of Association, as placed before the members and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the Articles of Association of the Company.

RESOLVED FURTHER THAT any of the Director of the Company be and are hereby authorized to sign such forms/returns, and various documents as may be required to be submitted to the Registrar of Companies, *Gwalior* or such other authorities and to do all the acts, deeds and things which may be necessary to give effect to the above said resolution."

C. TO CONSIDER AND APPROVE THE INITIAL PUBLIC OFFERING (IPO) OF THE COMPANY AND OTHER RELATED MATTERS:

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 23 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the "Act") (including any statutory modifications or re-enactment thereof for the time being in force), read with the Memorandum of Association and Articles of Association of the Company and the Listing Agreements to be entered into with the respective stock exchange, where the Company's equity shares are proposed to be listed and subject to the approval to the extent necessary of Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI") and all other concerned statutory and other authorities, as may be required (hereinafter collectively referred to as "Appropriate Authority") and to the extent necessary, such other approvals, consents, permissions, sanctions and the like, as may be necessary, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions and the like, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred upon it), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot equity shares of an aggregate number up to and not exceeding **70,00,000/- (Seventy Lakhs) Equity Shares (the "Fresh Issue")** at a price as may be decided by the Board of Directors in consultation with Book Running Lead Manager, ranking pari-passu with the existing equity shares of the Company, to such person or persons who may or may not be the shareholders of the Company as the Board may decide, including anchor investors, if any, one or more of the members of the Company, employees (through a reservation or otherwise), Hindu Undivided Families, foreign portfolio investors, venture capital funds, alternative investment funds, foreign venture capital investors, multilateral and bilateral financial institutions, non-resident Indians, state industrial development corporations, insurance companies, provident funds, pension funds, the National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws by way of initial public offering including General Public their friends, relatives and associates, foreign / resident investors, financial institutions, venture capital funds, public financial institutions, banks, multilateral and bilateral development financial institutions, insurance whether they be holders of equity shares of the Company or not, and / or through issue of offer documents ("Initial Public Offer") under (Issue of Capital and Disclosure Requirements) Regulations, 2018 of SEBI, through the Book Building Process, in one or more tranches and in the manner, and on the terms and conditions, as the Board may in its absolute sole discretion, decide including the price at which the equity shares are to be issued, at par or at premium and for cash 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 and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit.

(Signature)

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RESOLVED FURTHER THAT any of the Director of the Company, be and is hereby severally authorized to make addition or vary any of the above said clauses, in consultation with the Book Running Lead Manager or such other authorities as may be required, and without prejudice to the generality of the aforesaid, deciding the exact Issue structure, and on the exact component of fresh issue of shares in the Issue.

RESOLVED FURTHER THAT

1. All the monies received out of the issue of shares to the public shall be transferred to separate bank account referred to in Sub-section (3) of Section 40 of the Companies Act, 2013;
2. Details of all monies utilized out of the Issue referred to in sub-item (a) above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilized; and
3. Details of all unutilized monies out of the issue of shares, if any, referred to in sub-item (a) above 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.
4. Object of the issue is Working Capital Requirement, General Corporate Purpose (GCP), Repayment of Loans (except repayment of loans owed to promoters, promoter group or related parties directly or indirectly), Investment in Subsidiaries, Capital Expenditure towards Expansion/Diversification, Various Marketing Initiatives, Public Issue Expense or any other object as may be decided by Board of Directors of the Company.

RESOLVED FURTHER THAT such of these equity shares to be issued as are not subscribed may be disposed of by the Board in favour of underwriter(s) to the issue;

RESOLVED FURTHER THAT any of the Director of the Company, be and is hereby severally authorized to take such action, give such directions, as may be necessary or desirable to give effect to this resolution and to do all such acts, matters, deeds and things, including but not limited to the allotment of equity shares against the valid applications received in the Initial Public Offering, as are in the best interests of the Company;

RESOLVED FURTHER THAT any of the Director and Company Secretary of the Company, be and are hereby severally authorized to execute and sign the documents including consent letter, power of attorney, certificates etc., as may be required in connection with the above;

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to appoint the Book Running Lead Manager to the above Issue;

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to appoint the Registrar to the Issue;

RESOLVED FURTHER THAT

- a) The Company will furnish to the stock exchange on a quarterly / half yearly basis, a statement indicating material deviations, if any, in the use of proceeds of the Initial Public Offering from the objects stated in the Draft Red Herring Prospectus / Red Herring Prospectus/ Prospectus;
- b) The information mentioned in sub-clause (a) shall be furnished to the stock exchange along with the interim or annual financial results submitted under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR), 2015) and shall be published in the newspapers, if required simultaneously with the interim or annual financial results, after placing it before the Audit Committee, in terms of Regulation 47 of SEBI (LODR), 2015;

RESOLVED FURTHER THAT, for the purpose of giving effect to these resolutions, any of the Director and Company Secretary of the Company, be and are hereby severally authorized, on behalf of the Company, to decide and approve the terms and conditions of the Issue, including but not limited to reservations for employees or other permitted categories, and shall be entitled to vary, modify or alter any of the terms and conditions, including the size of the Issue, as he may consider expedient and to do all such acts, deeds, matters and things, as he may in his absolute sole discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in regard to the above offer, issue and allotment and utilization of the proceeds of the Issue, to liaise with regulatory authorities and further to do all such acts, deeds, matters and things and to negotiate and finalize all such deeds, documents and writings as may be necessary, desirable or expedient to give effect to the above resolution and to negotiate terms, appoint

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advisor(s), Book Running Lead Manager, registrar(s), syndicate member(s), underwriter(s) any other intermediary/intermediaries registered with SEBI, legal counsel or legal experts, advertising agents/agencies, consultants and to pay any fees, commission, remuneration, incur expenses and take such further steps as may be required necessary, incidental or ancillary for the allotment and listing of the aforesaid equity shares on the Stock Exchanges (SME Segment) where the Company's equity shares are proposed to be listed, as may be decided by the Board, and to make such modifications without being required to seek further consents or approval of the members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the member of the company have taken note that the company had earlier filed Form MGT-14 with the Ministry of Corporate Affairs in connection with the initial public offering ("IPO") of the company by way of a fresh issue of equity share; however, as the said process could not be pursued further, this resolution shall supersede the resolution passed by the Board Directors at its meeting held on 22nd July 2024 and subsequent approval of the member dated 23rd July 2024, in this regards.

RESOLVED FURTHER THAT any of the Director and Company Secretary of the Company be and are hereby severally authorized to do all the necessary acts and take necessary steps that may be deemed expedient to give effect to this resolution."

For & on behalf of the Board of Directors of
PESHA WHEAT LIMITED



RAHAT ALI SAIYED
MANAGING DIRECTOR
DIN: 10437335

ADDRESS: S/O NIYAZ ALI SAIYED, 73 SECTOR-H GREEN PARK,
GARDEN ROAD INDORE MADHYA PRADESH INDIA-452002

Place: INDORE

Date: 20/06/2025

PESHPWA WHEAT LIMITED

(FORMERLY KNOWN AS M/S PESHPWA WHEAT)

CIN - 110797MP2033PLC0069079


REGISTERED OFFICE - 711, SHEKHAR CENTRAL, 4/5 BLOCK NO. 1,
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NOTES TO MEMBERS ATTENTION: -

1. Explanatory statement pursuant to Section 103 of the Companies Act, 2013 is annexed hereto as **Annexure A**.
2. Entry to the place of meeting will be regulated by an **Attendance Slip** which is annexed hereto as **Annexure B** to the Notice. Members/Proxies attending the meeting are kindly requested to complete the enclosed Attendance Slip and affix their signature at the place provided thereon and hand it over at the entrance.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy, who need not be a member of the Company, to attend and vote instead of himself. Proxies in order to be effective must be lodged with the Company at least 48 hours before the meeting. The **Proxy Form (MGT - 11)** is annexed hereto as **Annexure C**.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate shares not more than 10 percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 person or shareholder.
5. In case of corporate shareholders proposing to participate at the meeting through their representative, necessary authorization under Section 113 of the Act for such representation may please be forwarded to the Company.
6. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on all working days except Sunday, up to and including the date of the Extra Ordinary General Meeting of the Company.
7. **Route map** of the place of Extra-ordinary general meeting of the company is attached herewith for your kind perusal. Enclosed as **Annexure D**.

For & on behalf of the Board of Directors of
PESHPWA WHEAT LIMITED


RAHAT ALI BAIYED
MANAGING DIRECTOR

DIN: 10437335

ADDRESS: S/O NIYAZ ALI BAIYED, 73
SECTOR-II GREEN PARK, GARDEN ROAD
INDORE MADHYA PRADESH INDIA-452002

Place: INDORE

Date: 20/06/2025

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ANNEXURE A

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

(Pursuant to Section 102 and any other applicable provisions of the Companies Act, 2013, the Rules made thereunder, as amended from time to time, Secretarial Standards on General Meeting ("SS-2") issued by the Institute of Company Secretaries of India and in accordance with the guidelines prescribed/issued by the Ministry of Corporate Affairs (the "MCA").

As required by sub section (1) of Section 102 of the Companies Act, 2013, the following explanatory statement set out all the material facts relating to **Item No. A, B & C** of the accompanying Notice dated **20TH day of June, 2025**.

ITEM NO. A: INCREASE IN AUTHORISED SHARE CAPITAL:

The Company, in order to meet its growth objectives and to strengthen its financial position, may be required to generate long term resources by issuing securities. It is therefore deemed appropriate to increase the Authorized Share Capital of the Company from Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crore Only) Equity shares of Rs.10/- (Rupees Ten Only) each to Rs. 24,70,00,000/- (Rupees Twenty-Four Crores Seventy Lakhs Only) divided into 2,47,00,000 (Two Crore Forty-Seven Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten Only) each by creation of additional 47,00,000 (Forty-Seven Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each and for that purpose, the Memorandum of Association of the Company is proposed to be suitably altered by passing Ordinary Resolution. The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for increase in the authorized share capital and for the alteration of capital clause of the Memorandum of Association of the Company.

A copy of the Memorandum of Association together with the proposed alterations is available for inspection by members on any working days during business hours at the registered office of the Company.

The Directors recommend these Resolutions at Item No. A of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly interested in this Resolution.

The members are requested to approve the resolution by way of passing an Ordinary Resolution.

ITEM NO. B: ALTERATION AND ADOPTION OF NEW SETS OF ARTICLES OF ASSOCIATION

In order to incorporate certain provisions pursuant to the Companies Act, 2013 and other applicable laws, it is considered appropriate and prudent to replace the existing Articles of Association in its entirety with a new set of Articles of Association suitable for a Public Limited Company.

The draft of the amended Articles of Association of the Company, reflecting the necessary changes, is being circulated to the members along with this Notice for their perusal and consideration. A copy of the altered Articles of Association will also be available for inspection at the Registered Office of the Company on all working days during business hours up to and including the date of the Extra-Ordinary General Meeting.

Pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, approval of the members by way of Special Resolution is required for alteration and adoption of the new Articles of Association.

Accordingly, the consent of the members is being sought for alteration and adoption of the new Articles of Association of the Company.

PESHA WHEAT LIMITED

(FORMERLY KNOWN AS M/S PESHA WHEAT)

CIN - U10797MP2023PLC069079

REGISTERED OFFICE - 711, SHEKHAR CENTRAL, 4/5 BLOCK NO. 1,
MANORAMAGANJ, A.B. ROAD, INDORE- 452001- MADHYA PRADESH, INDIA

EMAIL ID: - PESHAWHEAT@GMAIL.COM PHONE NO.: - +918878876796

The Board recommends the Resolution as set out in Item No. B of the Notice for approval of the members by way of Special Resolution.

None of the Directors, Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in the passing of this resolution, except to the extent of their respective shareholding, if any, in the Company.

ITEM NO. C: INITIAL PUBLIC OFFERING ("IPO") OF THE COMPANY BY FRESH ISSUE OF EQUITY SHARES: SPECIAL RESOLUTION:

The Board of Directors of the Company, in its meeting held on **22nd day of July 2024**, had earlier approved a resolution for an Initial Public Offering (IPO) comprising a Fresh Issue of up to **55,00,000 (Fifty-Five Lakhs only)** equity shares of face value ₹ 10/- each ("Equity Shares"). The said proposal was also approved by the members of the Company at the Extra-Ordinary General Meeting held on **23rd July 2024**.

The earlier Draft Red Herring Prospectus (DRHP) filed in relation to the said IPO could not be pursued further. However, the Company now proposes to proceed again with the IPO, with a revised structure and enhanced issue size. Accordingly, this resolution shall supersede the resolution passed by the Board of Directors at its meeting held on **22nd July 2024** and the subsequent approval of the members dated **23rd July 2024**, in this regard.

However, considering the current market conditions, the growth plans of the Company, and in order to strengthen the financial position and support strategic objectives including broad purpose, the Board of Directors, issue the fresh Issue up to 70,00,000 (Seventy Lakhs only) equity shares of ₹10/- each.

Accordingly, the revised resolution is proposed for approval of the members, which supersedes the earlier resolution passed by the Board on 22nd July 2024 and approved by members on 23rd July 2024.

Thus, the Company needs to raise funds for expansion of the business of the Company which will be utilized inter alia: -

- a. To meet Working Capital Requirement of the Company
- b. General Corporate Purpose
- c. Repayment of Loans (except repayment of loans owed to promoters, promoter group or related parties directly or indirectly)
- d. Investment in Subsidiaries (if any)
- e. Capital Expenditure towards expansion/diversification
- f. Various Marketing Initiatives (if any)
- g. To Meet Public Issue Expenses
- h. Any other object, as may be decided by the Board

Therefore, to meet such requirement, it is proposed to offer, issue and allot equity shares to the public.

The Detailed Terms and Conditions will be determined in consultation with Book Running Lead Manager, Consultants, Advisors, Underwriters and/or such other intermediary agencies as may be appointed for the Issue. The Pricing of the Issue will be finalized in accordance with the applicable guidelines in force, of Government of India (GOI), Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI) and other relevant authorities.

Your Company seeks consent by a special resolution pursuant to the provisions of Section 62(1)(c) of the Companies Act, 2013 for further Issue of equity shares to any persons other than Promoter and Promoters Group (Categorized as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018), pursuant to the Initial Public Offer (IPO). Consent of the Members is therefore sought to authorize the Board to offer, issue and allot equity shares.

The Directors are satisfied that this resolution would be in the interest of the Company and its members and accordingly recommend passing the resolution as Special Resolution.



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None of the directors or any key managerial personnel or any relative of any of the director's/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

For & on behalf of the Board of Directors of
PESHA WHEAT LIMITED



RAHAT ALI SAIYED
MANAGING DIRECTOR

DIN: 10437335

**ADDRESS: S/O NIYAZ ALI SAIYED, 73 SECTOR-H GREEN PARK, GARDEN
ROAD INDORE MADHYA PRADESH INDIA-452002**

Place: INDORE

Date: 20/06/2025

PESHTA WHEAT LIMITED

(FORMERLY KNOWN AS M/S PESHTA WHEAT)

CIN - U10797MP2023PLC069079

REGISTERED OFFICE - 711, SHEKHAR CENTRAL, 4/5 BLOCK NO. 1,
MANORAMAGANJ, A.B. ROAD, INDORE- 452001- MADHYA PRADESH, INDIA

EMAIL ID: - PESHTAWHEAT@GMAIL.COM PHONE NO.: - +918878876796

ANNEXURE B

ATTENDANCE SLIP OF GENERAL MEETINGS OF THE COMPANY

(Please complete this attendance slip and hand it over at the entrance of the venue)

Date of the meeting	16 TH Day of JULY, 2025 at 11:00 A.M.
Type of the meeting (I.e. Annual General Meeting or Extra-Ordinary General Meeting)	Extra-Ordinary General Meeting
Full Name of the Shareholder/ Authorized representative	
As an authorized representative of (If applicable)	
No. of shares held	
Name of Proxy (if any)	
Signature	

PESHTA WHEAT LIMITED

(FORMERLY KNOWN AS M/S PESHTA WHEAT)

CIN - U10797MP2023PLC069079

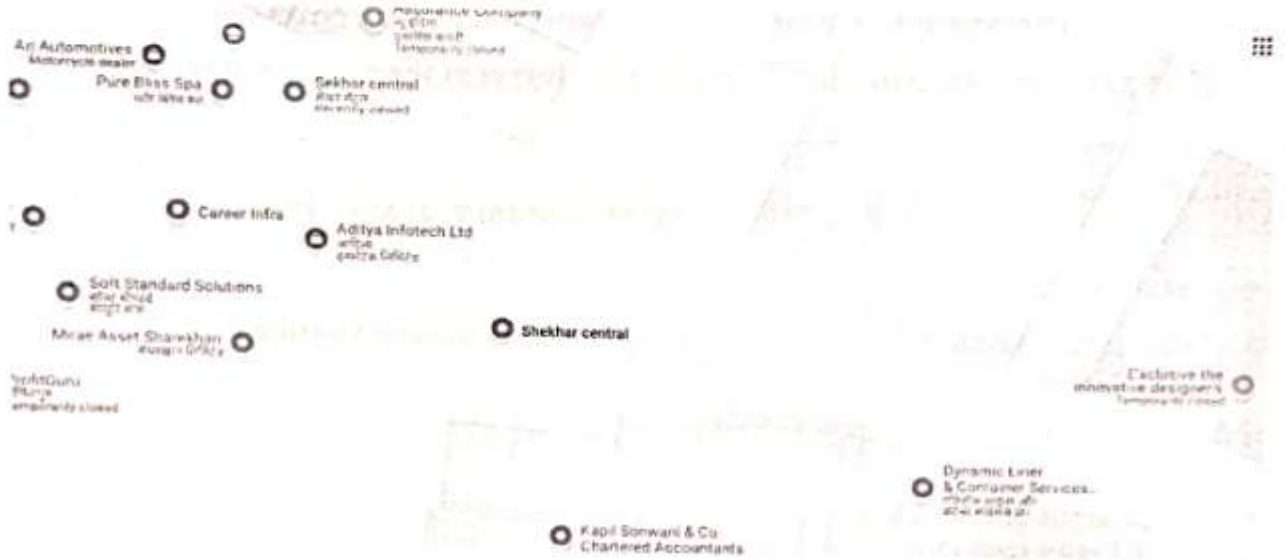
REGISTERED OFFICE - 711, SHEKHAR CENTRAL, 4/5 BLOCK NO. 1,
MANORAMAGANJ, A.B. ROAD, INDORE- 452001- MADHYA PRADESH, INDIA

EMAIL ID: - PESHTAWHEAT@GMAIL.COM **PHONE NO.:** - +918878876796

ANNEXURE D

ROUTE MAP TO THE VENUE OF THE EXTRA-ORDINARY GENERAL MEETING

HELD ON WEDNESDAY, JULY 16, 2025 AT 11:00 AP.M.



VENUE: 711, SHEKHAR CENTRAL, 4/5, BLOCK NO. 1, MANORAMAGANJ,
A.B. ROAD, INDORE, MADHYA PRADESH, INDIA, 452001

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ANNEXURE C

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]

Name of the member (s):	E-mail id.:
	No. of shares held:
Registered address:	Folio No.
	DP ID*.
	Client ID*.

* Applicable for investors holding shares in electronic form.
I being the member of the above-named Company hereby appoint:

S.No.	Name	Address	Email address	
1				or failing him/her
2				or failing him/ her
3				

as my 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, 16TH day of July, 2025 at 11:00 A.M** at company's registered office situated at **711, SHEKHAR CENTRAL, 4/5, BLOCK NO. 1, MANORAMAGANJ, A.B. ROAD, INDORE, MADHYA PRADESH, INDIA, 452001** and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

S.No.	Resolution	For	Against
1			

** It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed this day of..... 2025

Signature of shareholder.....

Signature of Proxy holder(s) (1)

Signature of Proxy holder(s) (2)

Signature of Proxy holder(s) (3)

Affix
Revenue
Stamp not
less than
Re.1

Notes:

1. 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.

2

PESHTA WHEAT LIMITED

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2. A Proxy need not be a member of the company.
3. A person can act as a proxy on behalf of members not exceeding 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 person or shareholder.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
5. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra Ordinary General Meeting.
6. Please complete all details including details of member(s) in above box before submission.

