



PARIN ENTERPRISES LIMITED
(Formerly known as Parin Furniture Limited)

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING (EGM NO.1/2025-26) OF THE MEMBERS OF PARIN ENTERPRISES LIMITED WILL BE HELD ON THURSDAY, 27TH NOVEMBER 2025 AT 11.00 A.M AT THE REGISTERED OFFICE OF THE COMPANY SITATUED AT PLOT NO. 1, 2 & 3, RS NO. 33, 8-B NATIONAL HIGHWAY, VILLAGE- BILAYALA, TALUKA- GONDAL-360311 DISTRICT- RAJKOT GUJARAT INDIA GUJARAT 360 311 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

Item No. 1

Reclassification of Authorized Share Capital and consequent Alteration of Memorandum of Association of the Company

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

“RESOLVED THAT in accordance with the provisions of Sections 4, 13, 43, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to cancel unissued 3,00,000 Equity shares of Rs. 10/- each and increase in Preference shares i.e for reclassification of the Authorized Share Capital of the Company from ₹12,50,00,000/- (Rupees Twelve Crore Fifty Lacs) only divided into 1,25,00,000/- (One Crore Twenty Five Lacs only) Equity Shares of ₹10/- (Rupee Ten) each to ₹12,50,00,000/- (Rupees Twelve Crore Fifty Lacs) comprising of:

a) ₹12,20,00,000/- (Rupees Twelve Crore Twenty Lacs only) divided into 1,22,00,000(One Crore Twenty Two lacs only) Equity Shares of ₹10/- (Rupee Ten) each and

b) ₹30,00,000/- (Rupees Thirty Lacs only) divided into 3,00,000 (Three Lac) Preference Shares of ₹10/- (Rupees Ten) each.”

“RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company, relating to the Share Capital be and is hereby altered by deleting the same and substituting in its place and stead, the following new Clause V:

‘V. The Authorized Share Capital of the Company is ₹12,50,00,000/- (Rupees Twelve Crore Fifty Lacs) comprising of ₹12,20,00,000/- (Rupees Twelve Crore Twenty Lacs only) divided into 1,22,00,000(One Crore Twenty Two lacs only) Equity Shares of ₹10/- (Rupee Ten) each and ₹30,00,000/- (Rupees Thirty Lacs only) divided into 3,00,000 (Three Lac) Preference Shares of ₹10/- (Rupees Ten) each.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”



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Item No. 2

To offer, issue and allot 2,78,000- 0.01% Compulsory-Convertible Preference Shares (CCPS) on private placement basis

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules, regulations and notifications (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, permissions and sanctions of such authorities as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions by any of the authorities, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to exercise its powers, including powers conferred by this resolution to create, offer, issue and allot, in one or more tranches, upto 2,78,000, 0.01% Compulsory-convertible Preference Shares ("**CCPS**") of face value of 10 (Rupee Ten only) each at premium of Rs. 530 (Rs Five Hundred Thirty only) for cash, to 'Proposed allottee' as detailed below on a private placement basis, on such material terms and conditions as set out in the Statement annexed to the Notice:

Proposed Allottee	Address	PAN	CATEGORY
KAKANIYA BHARGAVBHAI DHIRAJLAL	Flat No. 342 Nand Parisar Appartment, Near Dhananjay Marble, Sadhu Vaswani Road, Rajkot 360005 Gujarat India	BOLPK4332K	NON PROMOTER

"RESOLVED FURTHER THAT in accordance with the provisions of Section 55 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014, including any amendment(s), statutory modification(s) or re-enactment(s) thereof, the terms and conditions of the offer are as under:



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Sr. No.	Terms	Particulars
1.	Priority with respect to payment of dividend or repayment of capital vis-a-vis equity shares	CCPS shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend and repayment of capital.
2.	Participation in surplus fund / dividend. Participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid.	CCPS shall be non-participating in the surplus funds, surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company.
3.	Face value	CCPS shall have a face value of ₹ 10/- (Rupee Ten each only)
4.	Term	CCPS shall have a maximum tenure of 20 (Twenty) year from the date of allotment. Further, CCPS shall be convertible into equity shares of the Company at ratio of 1:1. CCPS shall be Convertible at any time at the option of the Company after 6 months and within 2 years from the time of issue as may be decided by the Board of Directors of the Company.
5.	Dividend	CCPS will carry a dividend of 0.01% (₹ 0.001 per share) per annum on cumulative basis.
6.	Conversion	CCPS shall be convertible into equity shares of the Company at ratio of 1:1, ranking pari-passu in all respects, with existing Equity shares.
7.	Voting rights	CCPS shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013.
8.	The redemption of preference shares	Redemption - Not Applicable. CCPS shall be Convertible at any time at the option of the Company after 6 months and within 2 years from the date of allotment at and at the value derived by Registered Valuer at the time of issue.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, be and is hereby authorized to take all actions and do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, desirable or expedient for Offer, issue and allotment of CCPS, including but not limited to appointment of any institutions/ banks, consultants, valuers, legal advisors or any other body or person, to execute and sign any agreements, application, undertakings and such other documents as may be required in this regard, to file such application, forms, returns and other requisite documents with the Registrar of Companies, stock exchanges, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to authorise any Director(s) or officer(s) / executive(s) of the Company to exercise all or any of the powers conferred under this resolution and to resolve and settle all questions and difficulties that may arise in connection with offer, issue and allotment of CCPS, utilization of the issue proceeds, without being required



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to seek any further consent or approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may be exercised by the Board, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in this resolution be and are hereby approved, ratified and confirmed in all respects.”

For and on Behalf of
Parin Enterprises Limited
(Previously known as Parin Furniture Limited)

Sd/-

Umesh Dhirajlal Nandani

Chairman & Managing Director

(DIN:[00039757](#))

Date: 4th November, 2025

Place: Rajkot



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Note:

1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 for Item No. 1 and 2 which sets out details relating to Special Business at the meeting, is annexed hereto. Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, at this Extra-Ordinary General Meeting ("EGM") is also prescribed as summary/justification to this notice.

2) A Member entitled to attend and vote at the Meeting shall be entitled to appoint a proxy to attend and, on a poll, to vote at the Meeting and the proxy need not be a Member of the Company. The instrument appointing the proxy should be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.

3) A person appointed as a proxy can act as a proxy on behalf of such members or number of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, 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 proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.

4) The notice of the EGM is being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the notice is being sent by permitted mode.

5) Members may also note that the Notice of EGM will be available on the Company's website at www.parinfurniture.com, the notice will also be available at the Company's Registered Office for inspection during normal business hours on working days. Members may write to us, if they have any queries or require communication in physical form in addition to electronic communication.

6) The voting through electronic means will commence on Sunday, November 23, 2025 at 09:00 a.m. and will end on Wednesday, November 26, 2025 at 5:00 p.m. E-voting cut off date is Thursday, November 20, 2025. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the e-voting system shall be disabled for voting thereafter. The instruction for e-voting form part of this notice.

7) A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting or by ballot. If a member casts votes by all the three modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.

8) Attendance slip, proxy form and the route map along with a prominent landmark of the venue of the Meeting are annexed hereto.

9) Members/Proxies attending the Meeting must bring the attendance slip to the Meeting and hand it over at the entrance duly signed.



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10) The Statutory Registers, as maintained under the provisions of the Companies Act, 2013, and other relevant documents referred to in the Notice will be available for inspection by the Members at the Extra-Ordinary General Meeting and also at the Registered Office of the Company on all working days (i.e., except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting.

11) Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of Extra-Ordinary General Meeting so that the information required may be made available at the Meeting.

12) The Company has appointed Mr. Kalpesh P Rachchh, Practicing Company Secretary and proprietor of M/s. K.P. RACHCHH & CO., to act as the Scrutinizer. The Scrutinizer shall within a period not exceeding two (2) Working days from the conclusion of the e-voting period unblock the votes and make a Scrutinizer's Report of the votes cast in favour or against, if any, fourth with to the Chairman.

13) Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting

14) In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

15) The results declared along with the Scrutinizer's Report shall be placed on the company's website within two (2) days of passing of the resolution at the Extra-Ordinary General Meeting of the Company and the same shall also be communicated to NSE where the shares of the Company are listed.

16) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

17) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.

18) Non-resident Indian members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately the change in the residential status on return to India for permanent settlement.

19) Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their Client ID number with DPID number, as the case maybe.

20) This notice is being sent to all members of the Company whose name appears in the Register of



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Members/ list of beneficiaries received from the depositories on the end of October 31, 2025.

21) All members are requested to support Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management & Administration) Rules, 2014 and Rule 11 of the Companies (Accounts) Rules, 2014. All the aforesaid documents have been uploaded on and are available for download from the Company's website: www.parinfurniture.com.

22) Members may pursuant to section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 file nomination in prescribed form SH- 13 with the respective depository participant.

23) The resolutions, if approved, shall be deemed to have been passed on date of EGM i.e Thursday, November 27, 2025.

24) E-voting

In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, the Company is providing facility to the Members to exercise voting through electronic voting system ("remote e-voting") on the e-voting platform provided by KFin. The Members may cast their votes remotely, using remote e-voting only on the dates mentioned hereunder. The instructions for remote e-voting forms part of this Notice.

i. Facility to exercise vote through remote e-voting will be available during the following period:

Voting Start Date & Time	Sunday, November 23, 2025: 9 am (I.S.T)
Voting End Date & Time	Wednesday, November 26, 2025: 5 pm (I.S.T)

The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

The process and manner for remote e-voting is as under:

a. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular") the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFin, on the resolutions set forth in this Notice. The instructions for remote e-voting are given herein below.

b. E-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

c. Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.



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- d. The process and manner of remote e-voting is explained below:
- i. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.
 - ii. Access to KFin e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

A. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing Internet-based Demat Account Statement ("IDeAS") facility Users: i. Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. ii. On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user id and password. iii. After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed. iv. Click on company name i.e. 'PARIN ENTERPRISES LIMITED' or ESP i.e. KFin. v. Members will be re-directed to KFin's website for casting their vote during the remote e-voting period. 3. Those not registered under IDeAS: i. Visit https://eservices.nsdl.com for registering. ii. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Visit the e-voting website of NSDL https://www.evoting.nsdl.com. iv. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. vii. Click on company name i.e. 'PARIN ENTERPRISES LIMITED' or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period. viii. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting



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	experience. NSDL Mobile App is available on
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Type of Member	Login Method
Individual Members holding securities in demat mode with CDSL	1. Existing user who have opted for Electronic Access To Securities Information ("Easi/ Easiest") facility: i. Visit https://web.cdslindia.com/myeasitoken/Home/Loginorwww.cdslindia.com. ii. Click on New System Myeasi. iii. Login to Myeasi option under quick login. iv. Login with the registered user ID and password. v. Members will be able to view the e-voting Menu. vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication. 2. User not registered for Easi/ Easiest i. Visit https://web.cdslindia.com/myeasi/Registration/EasiRegistration for registering. ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote. 3. Alternatively, by directly accessing the e-voting website of CDSL i. Visit www.cdslindia.com. ii. Provide demat account number and PAN. iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. iv. After successful authentication, please enter the e-voting module of CDSL.



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Type of Member	Login Method
Individual Members login through their demat accounts / website of DPs	i. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility. ii. Once logged-in, Members will be able to view e-voting option. iii. Upon clicking on e-voting option, Members will be redirected to the NSDL/ CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv. Click on options available against . 'PARIN ENTERPRISES LIMITED' or 'KFin'. v. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 and 1800 22 4430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B. Access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode.

Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) **9289**, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Parin Enterprises Limited' and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of



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votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/ AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option “ABSTAIN”. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. In case you do not desire to cast your vote, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on “Submit”.

xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.

General Guidelines for Members:

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signatures of the duly authorised signatory(ies) who are authorised to vote on their behalf. The documents should be emailed to einward.ris@kfintech.com with the subject line “Company Name Postal Balot YEAR”.

2. In case of any query and/ or assistance required, Members may refer to the Help & Frequently Asked Questions (“FAQs”) available at the download section of <https://evoting.kfintech.com> or contact KFin at the email ID evoting@kfintech.com or call KFin’s toll free No.: 1800 309 4001 for any further clarifications/ technical assistance that may be required.

25) General Instructions for Members:

(i) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ii) In case of any query and / or grievance, in respect of Voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and e-voting User Manual available at the Downloads section at <https://emeetings.kfintech.com> (KFin website) or contact Mr. Umesh Pandey of KFin at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500032, email at umesh.pandey@kfintech.com or einward.ris@kfintech.com or call KFin’s toll free no. 1800 309 4001 for any further clarifications.

iii) Member can temporarily update their e-mail ID and mobile number with RTA by using the following <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>



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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ('ACT') READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

The following statement sets out all material facts relating to the businesses mentioned in the accompanying Notice:

Item Nos. 1

Reclassification of Authorized Share Capital and consequent Alteration of Memorandum of the Company

The existing Authorized Share Capital of the Company is from ₹12,50,00,000/- (Rupees Twelve Crore Fifty Lacs) only divided into 1,25,00,000/- (One Crore Twenty Five Lacs only) Equity Shares of ₹10/- (Rupee Ten) each

The Company is proposing to issue Compulsory Convertible Preference Shares on private placement basis to Kakaniya Bhargav Dhirajlal with an objective of business expansion and for its business operations.

It is therefore proposed to cancel unissued 3,00,000 Equity shares of Rs. 10/- each and increase in Preference shares i.e. to reclassify the existing Authorized Share Capital as follows:

from ₹12,50,00,000/- (Rupees Twelve Crore Fifty Lacs) only divided into 1,25,00,000/- (One Crore Twenty Five Lacs only) Equity Shares of ₹10/- (Rupee Ten) each

to ₹12,50,00,000/- (Rupees Twelve Crore Fifty Lacs) comprising of:

a) ₹12,20,00,000/- (Rupees Twelve Crore Twnety Lacs only) divided into 1,22,00,000(One Crore Twenty Two lacs only) Equity Shares of ₹10/- (Rupee Ten) each and

b) ₹30,00,000/- (Rupees Thirty Lacs only) divided into 3,00,000 (Three Lac) Preference Shares of ₹10/- (Rupees Ten) each.

The aforesaid alteration of the Authorized Share Capital will also require consequential amendment to the Capital Clause V of the Memorandum of Association of the Company.

Pursuant to Sections 13 of the Companies Act, 2013 ('the Act'), the said reclassification of the Authorized Share Capital and the consequent alteration of Capital Clause of the Memorandum of Association of the Company, requires approval of the Members of the Company by way of a Special Resolution. Accordingly, the approval of the Members is sought to reclassify the Authorized Share Capital as well as to consequently alter the Capital Clause V of the Memorandum of Association of the Company.

A draft copy of the modified Memorandum of Association is available for inspection by the Members of the Company during the normal business hours from 10: 00 am to 7:00 pm on any working day of the Company, up to the date of the General Meeting.

Accordingly, the Board recommends the Special Resolutions set out at Item No. 1 of the Notice for approval by the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s), set out at Item No. 1, except to the extent of their shareholding in the Company, if any.



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Item No. 2

To offer , issue and allot 2,78,000 - 0.01% Compulsory-convertible Preference Shares(CCPS) on private placement basis:

The Board of Directors of the Company, at its meeting held on November 03, 2025, approved the issue of upto 2,78,000 0.01% Compulsory convertible Preference Shares (“CCPS”) of face value of ₹10 (Rupee Ten Only) each at premium of Rs. 530 (Rs Five Hundred Thirty only) for cash, in one or more tranches, to KAKANIYA BHARGAV DHIRAJLAL, on a private placement basis.

In terms of Sections 42 and 55 of the Act, read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, an offer of preference shares on private placement basis requires approval of members by way of a Special Resolution.

Accordingly, approval of the Members of the Company is sought to enable the Company to offer, issue and allot upto 2,78,000 0.01% Compulsory convertible Preference Shares (“CCPS”) of face value of ₹10 (Rupee Ten Only)) each at premium of Rs. 530 (Rs Five Hundred Thirty only) for cash, in one or more tranches, to KAKANIYA BHARGAV DHIRAJLAL, on a private placement basis on the material terms and conditions set out hereunder.

As required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014, the material facts relating to the issue of CCPS are as follows:

a.	The size of the issue and number of Preference Shares to be issued and nominal value of each share	:	2,78,000 0.01% Compulsory convertible Preference Shares (“CCPS”) of face value of ₹10 (Rupee Ten Only) each at premium of Rs. 530 (Rs Five Hundred Thirty only) for cash. Total issue price is Rs 540 (Rs. Five Hundred and Forty only) Per share.
b.	The nature of such shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible:	:	The CCPS will be cumulative, non-participating, compulsorily-convertible Preference Shares (CCPS).
c.	The objectives of the issue	:	The proceeds of the issue will be utilized for repayment debt of the Company, working capital requirement, Infrastructure Development and/or for other general corporate purposes.
d.	The manner of issue of shares	:	The CCPS are proposed to be issued on private placement basis, at premium, for cash.
e.	The price at which such shares are proposed to be issued	:	The CCPS are proposed to be issued at face value of ₹10 (Rupee Ten Only) each at premium of Rs. 530 (Rupees Five Hundred Thirty only) for cash. Total issue price is Rs 540 (Rs. Five Hundred and Forty only) per share.
f.	The basis on which the price has been arrived at	:	The CCPS will be issued at face value of ₹10 (Rupee Ten Only) each at premium of Rs 530 (Rupees Five Hundred Thirty only), for cash i.e Total Rs 540 per CCPS on the basis of Valuation Report given by Registered Valuer: Abhinav Rajvanshi (IBBI Registered Valuer), Partner of R&A Valuation LLP,



PARIN ENTERPRISES LIMITED
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		Regn No: IBBI/RV/06/2019/11765
g.	The terms of issue, including terms and rate of dividend on each share, etc.	The CCPS are proposed to be issued for a period not exceeding 20 years from the date of allotment. CCPS shall be convertible into equity shares of the Company at ratio of 1:1. CCPS shall be Convertible at any time at the option of the Company after 6 months and within 2 years from the time of issue as may be decided by the Board of Directors of the Company. The CCPS will be fully paid-up at the time of allotment. CCPS will carry a dividend of 0.01% (₹0.001 per share) per annum on cumulative basis. CCPS will not be listed on any stock exchange.
h.	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the Preference Shares are convertible, the terms of conversion	The CCPS are Compulsory-convertible in the ratio of 1:1 at any time at the option of the Company after 6 months and within 2 years from the date of allotment at and at the value derived by merchant banker at the time of issue.
i.	The manner and modes of redemption	NOT APPLICABLE
j.	The current shareholding pattern of the Company	The shareholding pattern of the Company as on October 31, 2025 is annexed as Annexure-A
k.	The expected dilution in equity share capital upon conversion of Preference Shares	CCPS being convertible securities will be converted in 1:1 ratio basis. So on conversion of CCPS to Equity, CCPS holder shall hold 2,78,000 Equity shares of the Company, so to that extent there will be dilution in shareholding of existing Equity shareholders.

Further, Disclosure as required under Rule 13(2)(d) of Companies (Share Capital and Debentures) Rules, 2014 and under Rule 14(1) of the Companies (Prospectus and Allotment of securities) Rules, 2014 are as follows:

a.	Particulars of the offer including date of passing of Board resolution	The Board of Directors of the Company, at its meeting held on November 03, 2025 approved the issue of upto 2,78,000 0.01% Compulsory convertible Preference Shares ("CCPS") of face value of ₹10 (Rupee Ten Only) each at premium of Rs 530 (Rupees Five Hundred Thirty only), for cash, in one or more tranches, to KAKANIYA BHARGAV DHIRAJLAL, on a private placement basis
b.	Kinds of securities offered and the price at which security is being offered	The Company proposes to issue cumulative, compulsory -convertible, non-participating Preference Shares at value of ₹540/- per share.
c.	Basis or justification for the price (including premium, if any) at which the offer or	The CCPS will be issued at face value of ₹10 (Rupee Ten Only) each at premium of Rs 530 (Rupees Five Hundred Thirty only), for cash i.e Total Rs 540 per CCPS on the basis of Valuation Report by Registered Valuer: Abhinav Rajvanshi (IBBI



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	invitation is being made	Registered Valuer) Regn No: IBBI/RV/06/2019/11765
d.	Name and address of valuer who performed valuation	Abhinav Rajvanshi (IBBI Registered Valuer), Partner of R&A Valuation LLP Regn No: IBBI/RV/06/2019/11765 Address: H-15 Chitranjan Marg, C-Scheme, Jaipur-302001
e.	Amount which the Company intends to raise by way of such securities	The Company intends to raise Rs. 15,01,20,000 (Rupees Fifteen Crores One Lakh Twenty Thousand) by way of issue of CCPS.
f.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities.	The Company proposes to issue, in one or more tranches, cumulative, Compulsory-convertible, non-participating Preference Shares at value of ₹540 per share to KAKANIYA BHARGAV DHIRAJLAL, on a private placement basis i.e. Rs. 10/- face value and Premium amount Rs. 530/- per share. principle terms of assets charged as securities- NA and No Contribution of Promoters. CCPS shall be Convertible in the ratio of 1:1 at any time at the option of the Company after 6 months and within 2 years from the date of allotment at and at the value derived by merchant banker at the time of issue. CCPS will carry a dividend of 0.01% (₹0.001 per share) per annum on cumulative basis. The proceeds of the issue will be utilized for repayment of debt of the Company, working capital requirement, infrastructure development and/or for other general corporate purposes.
g.	Objects of the Issue	As stated, aforesaid
h.	Total number of shares or other securities to be issued	
i.	Price at which the allotment is proposed to be made	
j.	Relevant date with reference to which the price has been arrived at	Reference date: November 03, 2025
k.	The class or classes of persons to whom the allotment is proposed to be made	KAKANIYA BHARGAV DHIRAJLAL – Individual- Non Promoter
l.	Intention of promoters, directors or key managerial personnel to subscribe to the offer	The promoters, directors or key managerial personnel of the Company are not subscribing to the offer.



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m.	Proposed time within which the allotment shall be completed	The allotment of CCPS shall be completed within 12 months from the date of passing of the special resolution in accordance with the applicable provisions of the Companies Act, 2013 and rules made thereunder. In the event the securities are not allotted within a period of 12 months from the date of passing of the special resolution, another special resolution shall be passed for the company to complete such allotment thereafter.																
n.	Names of the proposed allottees and the percentage of the post preferential offer capital that may be held by them	<table><tr><td colspan="4">The preferential issue of CCPS is being made to KAKANIYA BHARGAV DHIRAJLAL , Individual</td></tr><tr><td rowspan="2">KAKANIYA BHARGAV DHIRAJLAL</td><td rowspan="2">Security</td><td colspan="2">Shareholding pattern of CCPS (post preferential issue)</td></tr><tr><td>CCPS to be issued</td><td>% of preference share capital</td></tr><tr><td>Kakaniya Bhargav Dhirajlal</td><td>CCPS</td><td>2,78,000</td><td>100%</td></tr></table>			The preferential issue of CCPS is being made to KAKANIYA BHARGAV DHIRAJLAL , Individual				KAKANIYA BHARGAV DHIRAJLAL	Security	Shareholding pattern of CCPS (post preferential issue)		CCPS to be issued	% of preference share capital	Kakaniya Bhargav Dhirajlal	CCPS	2,78,000	100%
The preferential issue of CCPS is being made to KAKANIYA BHARGAV DHIRAJLAL , Individual																		
KAKANIYA BHARGAV DHIRAJLAL	Security	Shareholding pattern of CCPS (post preferential issue)																
		CCPS to be issued	% of preference share capital															
Kakaniya Bhargav Dhirajlal	CCPS	2,78,000	100%															
o.	Change in control, if any, in the company that would occur consequent to the preferential offer	There will be no change in control of the company pursuant to the preferential allotment																
p.	Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	None																
q.	Justification for allotment proposed to be made for consideration other than cash together with valuation report of registered valuer	Not Applicable																
r.	Material terms of raising such securities	As stated, aforesaid																
s.	Pre and post issue shareholding pattern of the company in the prescribed format	As per Annexure-B																

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 2 except to the extent of their shareholding in the Company, if any.



PARIN ENTERPRISES LIMITED
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Annexure - A

Shareholding Pattern as on October 31, 2025

(Pre-Issue of CCPS)

Category	Category of Shareholder	No of Shareholders	No of fully paid up equity shares held	Total No of Shares Held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no of shares (As a % of (A+B+C2))
(I)	(II)	(III)	(IV)	(VII)	(VIII)
(A)	Promoter & Promoter Group	7	8117996	8117996	73.02
(B)	Public	445	3000004	3000004	26.98
(C)	Non Promoter-Non Public				
(C1)	Shares underlying DRs	0	0	0	0
(C2)	Shares held by Employees Trusts	0	0	0	0.00
	Total:	452	11118000	11118000	100.00

Annexure – B

The pre issue and post issue Equity shareholding pattern of the Company

SR. NO.	CATEGORY – EQUITY	PRE – ISSUE		POST ISSUE	
		No. of Shares Held	% of Share Holding	No. of Shares Held	% of Share Holding
A	Promoters' Holding				
1	Indian:				
	Individual	6717996	60.42	6717996	60.42
	Bodies Corporate	1400000	12.59	1400000	12.59
	Sub Total	8117996	73.02	8117996	73.02
2	Foreign Promoters:	0	0	0	0
	Sub Total (A)	8117996	73.02	8117996	73.02
B	Non Promoters' Holding				
1	Institutional investors	0	0	0	0
2	Non-Institution :				



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Private Corporate Bodies	286500	2.58	286500	2.58
Directors and Relatives	0		0	
Indian Public	1805970	16.24	1805970	16.24
Others (Including NRIs)	907534	8.16	907534	8.16
Sub Total (B)	3000004	26.98	3000004	26.98
GRAND TOTAL	11118000	100	11118000	100

**The pre issue and post issue Preference shareholding
pattern of the Company**

SR. NO.	CATEGORY – PREFERENCE SHARES (CCPS)	PRE – ISSUE		POST ISSUE	
		No. of Shares Held	% of Share Holding	No. of Shares Held	% of Share Holding
A	Promoters' Holding				
1	Indian:				
	Individual				
	Bodies Corporate	0	0.00	0	0.00
	Sub Total	0	0.00	0	0.00
2	Foreign Promoters:	0	0.00	0	0.00
	Sub Total (A)	0	0.00	0	0.00
B	Non Promoters' Holding				
1	Institutional investors	0	0.00	0	0
2	Non-Institution :				
	Private Corporate Bodies	0	0.00	0	0
	Directors and Relatives	0	0.00	0	0
	Indian Public	0	0.00	2,78,000	100.00
	Others (Including NRIs)	0	0.00	0	0.00
	Sub Total (B)	0	0.00	2,78,000	100.00
	GRAND TOTAL	0	0.00	2,78,000	100.00

For and on Behalf of
Parin Enterprises Limited
(Previously known as Parin Furniture Limited)

Date: 4th November, 2025
Place: Rajkot

Sd/-
Umesh Dhirajlal Nandani
Chairman & Managing Director
(DIN:00039757)



PARIN ENTERPRISES LIMITED
(Formerly known as Parin Furniture Limited)

PARIN ENTERPRISES LIMITED
CIN: L31000GJ2006PLC049074

Registered office Plot No. 1, 2 & 3, RS No. 33, 8-B National Highway, Village-Bilayala, Taluka- Gondal, Gondal 360311
District- Rajkot Gujarat India,
Website: www.parinfurniture.com E-mail: cs@parinfurniture.com
Tel No. 9898498984

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):	
Registered address:	
E-mail Id:	Folio No/Client Id :DPID

I/W e, being the member(s) of shares of the above named company, hereby appoint

1. Name: _____ Address _____

Mail ID _____ Signature _____, or failing him

2. Name: _____ Address _____

Mail ID _____ Signature _____, or failing him

3. Name: _____ Address _____

Mail ID _____ Signature _____, or failing him

as my/our 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 Thursday 27th day of November, 2025 At 11:00 a.m. at the Registered office of the company situated at Plot No. 1, 2 & 3, RS No. 33, 8-B National Highway, Village-Bilayala, Taluka- Gondal, Gondal 360311 District- Rajkot Gujarat India 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:

Sr. No.	Business	Resolution	For	Against
1	Special	Reclassification of Authorized Share Capital and consequent Alteration of Memorandum of Association of the Company		
2	Special	To offer, issue and allot 2,78,000 - 0.01% Compulsory-Convertible Preference Shares (CCPS) on private placement basis		

Signed this.....day of 2025

Signature of shareholder Signature of Proxy holder(s)

Affix
Revenue
stamp of Re.
1

Note:

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. Proxy need not to be member of Company.
3. *It is optional to indicate your preference. If you leave the 'For' or 'Against' blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.



PARIN ENTERPRISES LIMITED
(Formerly known as Parin Furniture Limited)

PARIN ENTERPRISES LIMITED

CIN: L31000GJ2006PLC049074

Registered office Plot No. 1, 2 & 3, RS No. 33, 8-B National Highway, Village-Bilayala, Taluka- Gondal,
Gondal 360311 District- Rajkot Gujarat India

Website: www.parinfurniture.com

E-mail: cs@parinfurniture.com

Tel No. 9898498984

ATTENDANCE SLIP

An Extra-Ordinary General Meeting of Parin Enterprises Limited to be held on 26th November, 2025

DP ID	Client ID
No. of shares held	Regd. Folio No.

Full Name of Shareholder _____ Name of Proxy _____

Address of Shareholder _____

I/We hereby record my presence at an **Extra-Ordinary General Meeting** of the Company at the Registered office of the company situated at Plot No. 1, 2 & 3, RS No. 33, 8-B National Highway, Village-Bilayala, Taluka- Gondal, Gondal 360311 District- Rajkot Gujarat India, on **Thursday 27th day of November, 2025 at 11:00 A.M**

Note:

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Applicable for investors holding shares in electronic form.



PARIN ENTERPRISES LIMITED
(Formerly known as Parin Furniture Limited)

ROUTE MAP OF VENUE FOR EXTRA-ORDINARY GENERAL MEETING



DATE OF EGM: 27TH NOVEMBER, 2025

VENUE OF EGM: AT REGISTERED OFFICE

Plot No. 1, 2 & 3, RS No. 33, 8-B National Highway, Village- Bilayala, Taluka- Gondal, Gondal
360311 District- Rajkot Gujarat India, Biliyala, Rajkot, Gondal, Gujarat, India, 360311

DAY: THURSDAY

TIME: 11:00 A.M.