NOTICE

NOTICE IS HERE BY GIVEN THAT THE 20TH ANNUAL GENERAL MEETING OF PARIN ENTERPRISES LIMITED (FORMERLY KNOWN AS PARIN FURNITURE LIMITED) WILL BE HELD ON WEDNESDAY 30TH DAY OF SEPTEMBER, 2026 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:

ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY INCLUDING AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2026 AND THE REPORTS OF THE BOARD OF DIRECTORS' AND AUDITORS THEREON.**

2. **TO APPOINT A DIRECTOR IN PLACE OF MR. PARIN UMESHBHAI NANDANI (DIN: 02343309) WHO RETIRE BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

SPECIAL BUSINESS:

3. **TO APPROVE RELATED PARTY TRANSACTION TO BE ENTERED BY THE COMPANY WITH RELATED PARTIES AND IN THIS REGARD**

   TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary and also pursuant to the approval of the Audit Committee and the Board of Directors vide resolutions passed/to be passed at their respective meetings, consent of the Members of the Company be and is hereby accorded to the Audit Committee and Board of Directors of the Company, to approve all the material related party transactions (including any modifications, alterations or amendments thereto) to enter into and / or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) in the ordinary course of business and on arm's length basis with related party/ies and for the maximum amounts per annum, as mentioned herein below and on terms as mentioned in the explanatory statement:

Sr. No.	Name of Related Party	Nature of Relationship	Nature of Transaction	Amount (Rs. in Lakhs)
1	Pearl Furniture Private Limited	Subsidiary Company	Purchase of Goods	6000.00

"RESOLVED FURTHER THAT the transaction may be entered into subject to the compliance of criteria mentioned under Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014 of the Companies Act, 2013 and with regulations of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015."

"RESOLVED FURTHER THAT the Board of Directors and / or Audit Committee thereof be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, things as may in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings related thereto."

"RESOLVED FURTHER THAT all actions taken by the Board and/or Audit Committee, or any person so authorized by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

4. **AUTHORITY FOR GIVING CORPORATE GURANTEE TO SUBSIDIARY COMPANY UNDER SECTION 185 OF THE COMPANIES ACT, 2013 AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION :**

"RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013 and as amended by the Companies (Amendment) Act, 2017 including any statutory modifications or re-enactment thereof, for the time being in force, read with relevant rules framed thereunder and subject to such approvals, consent, sanctions and permissions as may be necessary, approval of members of the Company be and is hereby accorded for giving guarantee(s) in connection with Loan availed/ to be availed by UMERIN GLOBAL PRIVATE LIMITED(CIN: U36109GJ2018PTC103592), a Subsidiary Company of Rs. 40.00 Crores from ICICI Bank Limited.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to accept and agree to such terms and conditions as may be stipulated by ICICI Bank Limited and intimated to the Company from time to time, to finalise, sign and execute such documents as may be necessary and to carry out modifications thereto, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving credit facilities as referred to in this resolution."

5. **APPOINTMENT OF M/s. K.P. RACHCHH & CO., PRACTICING COMPANY SECRETARIES, AS SECRETARIAL AUDITORS OF THE COMPANY, TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors, the Members do hereby confirm the appointment of M/s. K.P. RACHCHH & CO., Practicing Company Secretaries (COP No. 3974) (Peer Review Certificate No. 6681/2025) as the Secretarial Auditor of the Company for the term of five (5) consecutive financial years commencing from Financial Year 2026–27 up to Financial Year 2030–31 and to hold the office from conclusion of 20th Annual General Meeting until the conclusion of the 25th Annual General Meeting of the Company to be held in the calendar year 2031, at such remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditor from time to time."

RESOLVED FURTHER THAT approval of the Members be accorded to the Board of Directors (which term shall include its duly empowered Committee(s) constituted/to be constituted by it to exercise its powers including the powers conferred by this resolution) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.".

6. **INCREASE IN INVESTMENT LIMITS FOR NON-RESIDENT INDIAN AND OVERSEAS CITIZENS OF INDIA, TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION:**

"**RESOLVED THAT** pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, as amended ("**FEMA**"), Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended up to date, Master Directions – Foreign Investment issued by the Reserve Bank of India (as amended from time to time), the Companies Act, 2013 as amended, as the case may be and all other applicable acts, rules, regulations, provisions and guidelines (including any statutory modifications or re-enactments thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India ("**RBI**"), and other concerned authorities as may be required if any, and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the Board of Directors of the Company, the respective limits of investment by Non-Resident Indians ("**NRI**") and overseas citizens of India ("**OCI**") in the Equity Shares of the Company in accordance with the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, is increased from 10 % to 24 % of the paid-up equity share capital of the Company., provided however that the shareholding of each non-resident Indian and overseas citizens of India in the Company shall not exceed the limit as may be stipulated by RBI in each case, from time to time. "

"**RESOLVED FURTHER THAT** the board of directors of the Company or any duly authorized committee or representative thereof, be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolutions, including making the necessary applications, filing forms with the relevant authorities and doing all such acts, deeds, and things as may be required or deemed necessary to implement such resolutions."

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

Sd/-

Date: 7th September, 2026

Place: Rajkot

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

Notes:

1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 for Item No. 3 & 6 which sets out details relating to Special Business at the meeting, is annexed hereto.

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 AGM is being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s) whose name appears in the Register of Members/ list of beneficiaries received from the depositories on the end of 4th September, 2026 unless a member has requested for a hard copy of the same. For members who have not registered their email address, required to update it immediately.)

5) Members may also note that the Notice of AGM 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 **Saturday, 26th September 2026 at 09:00 a.m**. and will end on **Tuesday, 29th September 2026 at 5:00 p.m**. E-voting cut off date is Wednesday, 23rd September, 2026. 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.

10) The Statutory Registers, as maintained under the provisions of the Companies Act, 2013 and other relevant documents referred to in the Notice including the MOA and AOA of the Company will be available for inspection by the Members at the Annual 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 from 11:00 AM to 5:00 PM 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 Annual 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, 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, fourthwith 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) working days of passing of the resolution at the Annual 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 along with Annual Report for 2025-26 is being sent to all members of the Company whose name appears in the Register of Members/ list of beneficiaries received from the depositories on the end of 4th September, 2026.

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 / www.parinenterprises.com Kindly bring your copy of Annual Report to the meeting.

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) E-voting

In compliance with the provisions of Sections 108 and110 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	26th September, 2026: 9 am (I.S.T)
Voting End Date & Time	29th September, 2026: 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.

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 KFine-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 experience. **NSDL Mobile App is available on** App Store Google Play

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/Loginor www.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/EasiRegistrationfor 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. Click on the e-voting link available against the name of the Company, viz. . 'PARIN ENTERPRISES LIMITED' or select KFin. v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
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.inor 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**) 10115**, followed by folio number. In case of Demat account, User ID will be yourDP 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 passwordconfidential.

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 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 eachfolio/ 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 theresolution.

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.comor contact KFin at the email ID evoting@kfintech.comor 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. Anandan K of KFin at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500032 or Registered office of Kfintech at 301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai – 400 070,MH or email at anandan.k@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

EXPLANATORY STATEMENT PURSUANT TO PROVISION OF SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the special business:

Item No. 3

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires that for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain the prior approval of Board of Directors and in case of the Company having transactions exceeding such sums as prescribed in the Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014 of the Companies Act, 2013, prior approval of the shareholders by way of a Ordinary Resolution must be obtained:

(a) sale, purchase or supply of any goods or materials;

(b) selling or otherwise disposing of or buying, property of any kind;

(c) leasing of property of any kind;

(d) availing or rendering of any services;

(e) Appointment of any agent for purchase or sale of goods, materials, services or property;

(f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and

(g) underwriting the subscription of any securities or derivatives thereof of the company:

Further, w.e.f 01st April, 2025 Regulation 23 of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 related to Related Party Transactions also became applicable to the Company and as per said Regulation a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees fifty crore or ten per cent. of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower and for all such material transactions prior approval of the Members of the Company is required through Resolution.

Accordingly, In the light of the provisions of the Companies Act, 2013 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Board of Directors of your Company has proposed for the transaction as mentioned in the resolution.

All related party transactions of the Company and its subsidiaries are at arm's length and in the ordinary course of business. Further, all related party transactions of the Company are undertaken after obtaining prior approval of the Audit Committee

Mr. Umesh Dhirajlal Nandani-Chairman & Managing Director (DIN: 00039757), Mr. Parin Umeshbhai Nandani-Whole-Time Director (DIN: 02343309) And Mr. Deven Dipesh Nandani-Director (DIN: 07576542) are considered as Interested Directors being Common Director of Subsidiary Company.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ("SEBI Master Circular") along with details as required under the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards") are set forth below:

Sr No.	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise).	Name: Pearl Furniture Private Limited Relationship with listed entity: (Subsidiary company Nature of Interest: Financial
2	Type of transaction	Purchase of Goods
3	Material terms and particulars of the proposed transaction	Transaction with reated party is on arm's length basis and in ordinary course of business which is in compliace with Regulation 23 of SEBI (LODR) 2015. And requirements of Audit Committee's and Shareholders' approval has also been complied with.
4.	Name of Interested Director	1. Umesh Dhirajlal Nandani 2. Parin Umeshbhai Nandani 3. Deven Dipesh Nandani
5.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Relationship with listed entity: (Subsidiary company Nature of Interest: Financial
6.	Tenure of the Proposed transaction	1 year
7.	Value of the proposed transaction (not to exceed)	Rs. 60 crores
8.	Value of RPT as % of Company's audited annual turnover and Turnover is of Rs. 247.66 crores for the financial year 2025-26	Value of RPT is 6.95% of Company's audited annual consolidatd turnover and Consolidated Turnover is of Rs. 247.66 crores for the financial year 2025-26 Value of RPT for FY. 2025-26 is Rs. 17.22 Crores for which approval from members was taken on 22/09/2025 in 19th AGM which is in compliance with Regulation 23 of SEBI (LODR) 2015.

9.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	N.A.
10.	Justification as to why the RPT is in the interest of the Company	Pearl Furniture Private Limited is leading manufacturer of wooden furniture which provides specific requirements to Holding company for metal based furniture related to company's business which creates Horizontal supply chain beneficial for both Holding and Subsidiary along with customers to get the product at best price.
11.	Copy of the valuation or other external party report, if any such report has been relied upon	N.A.
12.	Any other information relevant or important for the members to take a decision on the proposed transaction	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

The Board accordingly recommends the resolution for your approval as an Ordinary Resolution as set out in Item No. 3 of the Notice.

Item No. 4

UMERIN GLOBAL PRIVATE LIMITED (CIN: U36109GJ2018PTC103592), a subsidiary Company has availed various Credit Facilities upto Rs. 40.00 Crores from ICICI BANK LIMITED and the subsidiary company has requested to provide Corporate Guarantee for the said below mentioned various credit facilities:

Sr No	Facility	Limit (Amt. in Rs. In Crores)	Repayment of Tenor	Details of Primary Security	Rate of Interest	Purpose
A) FUND BASED LIMITS:						
1	Inventory Funding	40.00	75 Days for every tranche	Hypothecation of Companies entire current assets including stock of raw material, stock in progress finish goods, spares etc. Bills/Book Debts/Receivables and other current Assets.	8.25%	For business Use
					8.25%	
Total of Fund Based Limits		40.00	--		--	
B) NON-FUND BASED LIMITS						
					--	
					--	
					--	
					--	

Note: Credit Faciltiies upto Rs. 40 Crores from ICICI BANK LIMITED includes Rs. 30 Crores as per sanction letters from bank and Rs. 10 Crores if and as and when Company avail on Add-hoc basis.

UMERIN GLOBALPRIVATE LIMITED, is carrying on the business of

1. To carry on the business of manufacture, trading (wholesale and retail) i.e. buying, selling, dealing in automobiles and accessories related to Automobiles and parts thereof and related activities,
2. To engage in activities of Selling and Servicing of Insurance products in motor insurance or general insurance business and activities related thereto and to act as motor insurance service provider (MISP) to distributor and service motor insurance policies including add-ons
3. To carry out business of all types of furniture and Company intends to avail all aforesaid credit facilities for their principal business activity.

Your director intends to avail consent of the members of the Company to give guarantee to its subsidiary Company i.e. UMERIN GLOBAL PRIVATE LIMITED for the aforesaid Credit facilities of Rs. 40.00 Crores, pursuant to provision of section 185 of the Companies Act, 2013 and accordingly the Special Resolution as set out at Item No. 4 is put before the Members for approval.

The documents pertaining to the agendai.e Sanction letter and other related documents are available for inspection at the registered office of the Company between 10.30 am to 12.30 p.m. on any working day prior to the annual general meeting and also available during the meeting.

None of the directors, their relatives and Key Managerial Personnel of the Company except Mr. Parin U Nandani being common director and shareholder, Mr. Darshil U Nandani, being common shareholder and Mr. Deven D Nandani being common Director are concerned or interested financially or otherwise in the resolution set out at Item No.4.

Your directors recommend the resolution at Item No. 4 for your approval and to be passed as Special Resolution.

Item No. 5

The Company have applied for migration from the NSE Emerge Platform of the National Stock Exchange of India Limited to the Main Board of the National Stock Exchange of India Limited. After approval from National Stock Exchange of India Limited, the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") will become applicable to the Company.

Pursuant to Regulation 24A of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, on the recommendation of the Board of Directors, a listed entity is required to appoint:
(i) an individual as Secretarial Auditor for not more than one term of five consecutive years; or
(ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of the shareholders at the Annual General Meeting.

At the time when Company applied for Migration from NSE Emerge to Main Board of National Stock Exchange of India, the provisions of Regulation 24A requiring shareholders' approval for the appointment of the Secretarial Auditor were not applicable. Accordingly, the Board of Directors, at its meeting held on August 23, 2025, appointed M/s. K.P. RACHCHH & CO., Practicing Company Secretaries (COP No. 3974) (Peer Review Certificate No. 6681/2025) as the Secretarial Auditor of the Company for the Financial Year 2025–26 pursuant to the provisions of Section 204 of the Companies Act, 2013.

Subsequent to the Company's migration to the Main Board, the provisions of Regulation 24A of the SEBI Listing Regulations will become applicable. Accordingly, based on the recommendation of the Audit Committee and the Board of Directors at their meeting held on **September 07, 2026**, approved the appointment of M/s. K.P. RACHCHH & CO., Practicing Company Secretaries, as the Secretarial Auditor of the Company to conduct Secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with Regulation 24A and other applicable Regulations of the SEBI Listing Regulations, for the term of five (5) consecutive financial years commencing from Financial Year 2026–27 up to Financial Year 2030–31 and to hold the office from conclusion of 20th Annual General Meeting until the conclusion of the 25th Annual General Meeting of the Company to be held in the calendar year 2031, Subject to approval of the Members of the Company at ensuing Annual General Meeting at such remuneration as may be decided by the Chairman and Managing Director of the Company in consultation with Secretarial auditor.

Thereby, the resolution as at item no. 5 of the Notice is therefore set out as Ordinary Resolution for approval by the members.

None of the directors and/or Key Managerial Personnel [KMP] of the Company and their relatives is concerned or interested financially or otherwise in the resolution set out at item no. 5 of the Notice.

Item No. 6

In terms of Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended (the “**FEMA Regulations**”), the Non Resident Indians (“**NRI**”) and Overseas Citizens of India (“**OCI**”), together, can acquire and hold on repatriation basis up to an aggregate limit of 10% of the paid up equity share capital of an Indian company. The FEMA Laws further provide that the limit of 10% can be further increased up to 24%, by passing a special resolution to that effect by the shareholders and followed by necessary filings with the Reserve Bank of India. In relation to this, the Company proposes to increase the aggregate limit of investment by Non Resident Indians (“**NRI**”) and Overseas Citizens of India (“**OCI**”) in the Company from 10% to 24 % of the paid-up equity share capital. This would allow Non Resident Indians (“**NRI**”) and Overseas Citizens of India (“**OCI**”) to a greater extent the equity shares.

None of the Directors, key managerial personnel, senior management and relatives of Directors, key managerial personnel and/or senior management are concerned or interested in the proposed resolution. except in the ordinary course of business.

The Board recommends the resolution set out in Item No.6 of the Notice for your approval as a Special Resolution.

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

Sd/-

Date: 7th September, 2026

Place: Rajkot

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