



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting No. 01/2025-26 of the Members of Pattech Fitwell Tube Components Limited ("the Company") will be held on Tuesday, July 29, 2025 at 03:00 P.M. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

SPECIAL BUSINESSES:

ITEM NO. 1:

TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND MAKE CONSEQUENT ALTERATION IN CLAUSE 5 OF THE MEMORANDUM OF ASSOCIATION:

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Special Resolutions**:

"RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for increase in Authorised Share Capital of the Company from Rupees 10,00,00,000.00 (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of Rupees 10.00 (Rupees Ten Only) each, to Rupees 12,50,00,000.00 (Rupees Twelve Crores Fifty Lakh Only) divided into 1,25,00,000 (One Crore Twenty-Five Lakhs) Equity Shares of Rupees 10.00 (Rupees Ten Only) each and that existing Clause 5 of the newly adopted Memorandum of Association of the Company be replaced with following new Clause 5:

"5. The Authorised Share Capital of the Company is Rupees 12,50,00,000.00 (Rupees Twelve Crores Fifty Lakh Only) divided into 1,25,00,000 (One Crore Twenty-Five Lakhs) Equity Shares of Rupees 10.00 (Rupees Ten Only) each."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company."

ITEM NO.2:

ISSUE OF EQUITY SHARES OF THE COMPANY ON A PREFERENTIAL BASIS:

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Special Resolutions**:

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI (ICDR) Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the listing agreements entered into by the Company with National Stock Exchange of India Limited ('Stock Exchange') on which the Equity Shares having face value of Rupees 10/- each of the Company ('Equity Shares') are listed and traded and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ('SEBI') and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as 'Applicable Regulatory Authorities') from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorised to accept, the consent and approval of the members of the Company ('Members') be and is hereby accorded to the Board to create, issue, offer and allot up to 18,98,100 (Eighteen Lakhs Ninety-Eight Thousand and One Hundred only) Equity Shares of Rupees 10.00 each, on a preferential basis ("Preferential Issue"), to the Proposed Allottees, belonging to the persons other than the promoters & promoter group, as stated herein below, consideration of which shall be payable in cash, at an issue price of Rupees 77.50 per Equity Share (including share premium of Rupees 67.50 per Equity Share), being issue price determined as on the relevant date in accordance with the SEBI (ICDR) Regulations or such other higher price, in such manner, in one or more tranches and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI (ICDR) Regulations, or other applicable laws in this regard:

Sr. No.	Name of Proposed Allottees	Category of Allottees	No. of Shares proposed to be allotted
1.	Dharaben Bhautikkumar Viradiya	Public – Non-Institutional – Individual	32300
2.	Sanjaybhai Mohanbhai Chheta (On Behalf of Amrut Global, a Partnership Firm and its Partners)	Public – Non-Institutional – Partnership Firm	129100
3.	Chheta Sanjaybhai Mohanbhai	Public – Non-Institutional – Individual	64600
4.	Ashish Vallabhbbhai Chheta	Public – Non-Institutional – Individual	64600
5.	Hiteshbhai Mohanbhai Chheta	Public – Non-Institutional – Individual	64600
6.	Chheta Rajeshbhai Hirabhai	Public – Non-Institutional – Individual	32300
7.	Ranjanben P Bhingradiya	Public – Non-Institutional – Individual	32300
8.	Popatbhai Lavajibhai Bharodiya	Public – Non-Institutional – Individual	99400
9.	Harsukhbhai Lavjibhai Bharodiya	Public – Non-Institutional – Individual	68400

PATTECH FITWELL TUBE COMPONENTS LIMITED

(ERSTWHILE PATTECH FITWELL TUBE COMPONENTS)

CIN: U28990GJ2022PLC134839

Registered Office: Survey No. 873/B/1, Road No.: 1, Ansons Limbani Estate,
Near GETCO 66 K.V. Sub Station, G.I.D.C, Por, N.H-08, Dist.: Vadodara - 391243, Gujarat, India

E-mail ID: tubefitwell@gmail.com; **Contact No:** +91 265 283 0151, +91 98986 95369



Sr. No.	Name of Proposed Allottees	Category of Allottees	No. of Shares proposed to be allotted
10.	Gordhanbhai Lavjibhai Bharodiya	Public – Non-Institutional – Individual	62000
11.	Ashwinbhai Veljibhai Beladiya	Public – Non-Institutional – Individual	62600
12.	Ramanikbhai Keshavbhai Bharodiya	Public – Non-Institutional – Individual	11700
13.	Bharatbhai Kurjibhai Maniya	Public – Non-Institutional – Individual	9400
14.	Rameshbhai Kurjibhai Maniya	Public – Non-Institutional – Individual	9400
15.	Naranbhai Parshottambhai Mayani	Public – Non-Institutional – Individual	161300
16.	Shilpaben Chetankumar Kakadiya	Public – Non-Institutional – Individual	161300
17.	Jignaben Rajeshkumar Gandhi	Public – Non-Institutional – Individual	32300
18.	Yash B Lodariya	Public – Non-Institutional – Individual	32300
19.	Shraddha Vidhitkumar Mehta	Public – Non-Institutional – Individual	32300
20.	Jinaykumar Navinchandra Koradiya	Public – Non-Institutional – Individual	32300
21.	Priyanka Shwetkumar Koradiya	Public – Non-Institutional – Individual	258100
22.	Ankita Mehta	Public – Non-Institutional – Individual	32300
23.	Nilamben Kiritbhai Shah	Public – Non-Institutional – Individual	64600
24.	Jivanbhai Ramjibhai Ramani HUF	Public – Non-Institutional – HUF	64600
25.	Kanta Kanaiyalal Asawa	Public – Non-Institutional – Individual	25900
26.	SME Growth Fund Series Alpha	Public – Institutional – AIF	258100
Total			1898100

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, the relevant date for determining the minimum price for the Preferential Allotment of the Equity Shares shall be Friday, June 27, 2025 ("Relevant Date"), since the day 30 days prior to the date of passing of special resolution at this Extraordinary General Meeting (i.e. Tuesday, July 29, 2025) falls on weekend;

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares to Proposed Allottees under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws;

- The full consideration in respect of Equity Shares shall be paid by the Proposed Allottees on or prior to the date of allotment of Equity Shares and the consideration must be paid from respective Proposed Allottees' bank account.
- The Equity Shares to be allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company bearing ISIN: INE0NZW01014 in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- The preferential issue shall not result in a change in control and none of the Allottee or allottee(s) acting-in-concert is being allotted more than five percent of the post issue fully diluted share capital of the Company;
- The pre-preferential shareholding of the Proposed Allottee, if any and Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and will be listed on the Stock Exchange subject to receipt of necessary permissions and approvals.
- The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members.

Provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Equity Shares of the Company and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Equity Shares Company;

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI (ICDR) Regulations, without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board, Key Managerial Personnel be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard."

PATTECH FITWELL TUBE COMPONENTS LIMITED

(ERSTWHILE PATTECH FITWELL TUBE COMPONENTS)

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**ITEM NO.3:****ISSUE OF FULLY CONVERTIBLE EQUITY WARRANTS OF THE COMPANY ON A PREFERENTIAL BASIS:**

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Special Resolutions**:

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the ‘SEBI (ICDR) Regulations’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the ‘SEBI Listing Regulations’), the listing agreements entered into by the Company with National Stock Exchange of India Limited (‘Stock Exchange’) on which the Equity Shares having face value of Rupees 10.00 each of the Company (‘Equity Shares’) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (‘SEBI’) and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as ‘Applicable Regulatory Authorities’) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorised to accept, the consent and approval of the members of the Company (‘Members’) be and is hereby accorded to the Board to create, issue, offer and allot up to 24,59,300 (Twenty Four Lakhs Fifty Nine Thousand Three Hundred only) Fully Convertible Equity Warrants (‘Warrants’), each convertible into, or exchangeable for, 1 (One) fully paid-up equity share of the Company of face value Rupees 10.00 (Rupees Ten only), on a preferential basis (‘Preferential Issue’), to the Promoters & Promoter Group and the persons other than the Promoters and Promoter Group (‘Warrant Holder(s)’ / ‘Proposed Allottee(s)’ as stated herein below, consideration of which shall be payable in cash, at price of Rupees 77.50 per Warrant (‘Warrants Issue Price’), being issue price determined as on the relevant date in accordance with the SEBI (ICDR) Regulations or such other higher price, in such manner, in one or more tranches and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI (ICDR) Regulations, or other applicable laws in this regard;

Sr. No.	Name of Proposed Allottees	Category of Allottees	No. of Warrants proposed to be allotted
1.	Bharatbhai Jivrajbhai Limbani	Promoter – Individual	1355000
2.	Jaysukhbhai Popatbhai Limbani	Promoter – Individual	581000
3.	Tanvi Hiteshbhai Bhungaliya	Public – Non-Institutional – Individual	32300
4.	Ankita Pravinbhai Mangukiya	Public – Non-Institutional – Individual	32300
5.	Harshida Nareshbhai Dudhat	Public – Non-Institutional – Individual	32300
6.	Sutariya Yogesh Devraj	Public – Non-Institutional – Individual	32300
7.	Dharmendra Devrajbhai Sutariya	Public – Non-Institutional – Individual	32300
8.	Ankitaben Yogeshbhai Sutariya	Public – Non-Institutional – Individual	32300
9.	Bobby Ashwin Panchal	Public – Non-Institutional – Individual	64600
10.	Archana Bharatbhai Panchal	Public – Non-Institutional – Individual	32300
11.	Bharatbhai Kantilal Panchal	Public – Non-Institutional – Individual	32300
12.	Bhikadiya Fenil Jayeshbhai	Public – Non-Institutional – Individual	32300
13.	Ketankumar Savajibhai Kathiriya	Public – Non-Institutional – Individual	32300
14.	Payal Atulbhai Vaghasiya	Public – Non-Institutional – Individual	32300
15.	Kanjibhai Jethabhai Sarvalia	Public – Non-Institutional – Individual	32300
16.	Patel Dhruv Kanjibhai	Public – Non-Institutional – Individual	32300
17.	Jigneshbhai Jasmatbhai Lakhani (On Behalf of Niji Corporation, a Partnership Firm and its Partners)	Public – Non-Institutional – Partnership Firm	38800
Total			2459300

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, the relevant date for determining the minimum price for the Preferential Allotment of the Equity Shares shall be Friday, June 27, 2025 (‘Relevant Date’), since the day 30 days prior to the date of passing of special resolution at this Extraordinary General Meeting (i.e. Tuesday, July 29, 2025) falls on weekend;

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of Warrants and consequent allotment of equity shares to the Proposed Allottees/warrant holders under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws;

- The Warrant holder shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- Minimum amount of Rupees 19.50 (Rupees Nineteen and Fifty Paise Only) (‘Warrant Subscription Price’), which is higher than minimum 25% of the Warrant Issue Price shall be paid at the time of subscription and allotment of each Warrant. The warrant holder will be required to make further payments of Rupees 58.00 (Rupees Fifty-Eight Only) (‘Warrant Exercise Price’), which is approximately balance 75% of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).

PATTECH FITWELL TUBE COMPONENTS LIMITED**(ERSTWHILE PATTECH FITWELL TUBE COMPONENTS)**

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- c) The Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company;
- d) The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice ('Conversion Notice') to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ('Conversion Date') together with the balance payment of Warrant Exercise Price for warrants to be converted. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant exercise amount by the Warrant holder to the designated bank account of the Company;
- e) In terms of regulation 166 of SEBI (ICDR) Regulations, the price of Warrants determined above and the number of equity shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder;
- f) The tenure of Warrants shall not exceed 18 (Eighteen) months from the date of allotment of Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (Eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company;
- g) The Warrants and equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and resultant equity shares shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights;
- h) The Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations;
- i) The pre-preferential shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations;
- j) The equity shares allotted upon conversion of the Warrants will be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be;

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants of the Company and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Warrants, subject to the provisions of the Act and the SEBI (ICDR) Regulations, without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board, Key Managerial Personnel be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants / Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard."

Registered office:

Survey No.873/B/1, RD No: 1, Ansons Limbani Estate
Nr. GETCO 66K.V. Sub Station, G.I.D.C, Por, N.H-08,
Vadodara, Gujarat, India, 391243

By order of the Board of Directors
For, Pattech Fitwell Tube Components Limited
(Erstwhile Pattech Fitwell Tube Components)
CIN: U28990GJ2022PLC134839

-- sd --

Place: Vadodara
Date: July 04, 2025

Bharatbhai Jivrajbhai Limbani
Chairman and Managing Director
DIN: 09710373

NOTES FOR SHAREHOLDERS FOR EOGM:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting the General Meeting ("Meeting") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 11/2022 dated December 28, 2022 and the General Circular No. 09/2023 dated September 25, 2023 prescribing the procedures and manner of conducting the Extra Ordinary General Meeting through VC/ OAVM. In terms of the said circulars, the Extra Ordinary General Meeting (EOGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the EOGM through VC/OAVM only.

The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 13 and available at the Company's website www.ptfcpipetfittings.com. The deemed venue for the EGM shall be the Registered Office of the Company.

PATTECH FITWELL TUBE COMPONENTS LIMITED

(ERSTWHILE PATTECH FITWELL TUBE COMPONENTS)

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2. A statement pursuant to Section 102(1) of the Act, relating to the Special Businesses to be transacted at the EGM is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
3. Though, pursuant to the provisions of the Act, a Member is entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend and vote on his/her behalf, since this EOGM is being held pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EOGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Extra Ordinary General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to hardikjetaniandassociates@gmail.com with copies marked to the Company at cs@pftcpipefittings.com and to National Securities Depository Limited (NSDL) at evoting@nsdl.co.in.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Since the EGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
7. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members can contact their DP in case the shares are held in electronic form and to BSPL in case the shares are held in physical form.
8. In case of joint holders attending the EGM together, only holder whose name appearing first will be entitled to vote.
9. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020 read with Circular dated January 15, 2021, the Notice of EGM along with other documents is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice has been uploaded on the website of the Company at www.pftcpipefittings.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com, and the EGM Notice is also available on the website of NSDL i.e. www.evoting.nsdl.com.
10. Members seeking any information with regard to the accounts or any matter to be placed at the EGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at cs@pftcpipefittings.com on or before July 21, 2025 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
11. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below;
 - (a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@pftcpipefittings.com.
 - (b) In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@pftcpipefittings.com.
 - (c) Alternatively, member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
 - (d) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
 - (e) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited ("BSPL"), having its office at Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India, by following the due procedure.
 - (f) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, BSPL to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to BSPL in case the shares are held in physical form.

13. PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE EXTRA ORDINARY GENERAL MEETING THROUGH VC/OAVM:

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the EGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorized e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the EGM will be provided by NSDL.

PATTECH FITWELL TUBE COMPONENTS LIMITED

(ERSTWHILE PATTECH FITWELL TUBE COMPONENTS)

CIN: U28990GJ2022PLC134839

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Near GETCO 66 K.V. Sub Station, G.I.D.C, Por, N.H-08, Dist.: Vadodara - 391243, Gujarat, India

E-mail ID: tubefitwell@gmail.com; **Contact No:** +91 265 283 0151, +91 98986 95369



- ii. There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Tuesday, July 22, 2025, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. Tuesday, July 22, 2025, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.
- iv. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence at 09:00 a.m. on Saturday, July 26, 2025 and will end on 05:00 P.M. on Monday, July 28, 2025. In addition, the facility for voting through electronic voting system shall also be made available during the EGM. Members attending the EGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the EGM. Members who have voted through remote e-voting shall be eligible to attend the EGM, however, they shall not be eligible to vote at the meeting.
- v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- vi. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Tuesday, July 22, 2025.
- vii. The Company has appointed CS Hardikkumar Jetani, Practicing Company Secretary (Membership No. ACS: 39498; CP No: 22171), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the EGM, in a fair and transparent manner.

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INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

Step 1: Access to NSDL e-voting system:

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>A. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</p> <p>B. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>C. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 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. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>A. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>B. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>C. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>D. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- A. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- B. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- C. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- D. Your User ID details are given below:

**Manner of holding shares i.e. Your User ID is:
Demat (NSDL or CDSL) or
Physical**

a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- E. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
- F. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- G. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- H. Now, you will have to click on "Login" button.
- I. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system:

How to cast your vote electronically on NSDL e-Voting system?

- 1) After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
- 2) Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- 3) Now you are ready for e-Voting as the Voting page opens.

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- 4) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 5) Upon confirmation, the message "Vote cast successfully" will be displayed.
- 6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

Institutional shareholders (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 signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to hardikjetaniandassociates@gmail.com with a copy marked to evoting@nsdl.co.in.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

In case of any query relating to remote e-voting you may refer the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no. 022 - 4886 7000 or send a request at evoting@nsdl.co.in.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

- 1) Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- 2) Members are encouraged to join the Meeting through Laptops for better experience.
- 3) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 5) Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@pftcpipifittings.com. The same will be replied by the company suitably.

CONTACT DETAILS

Company	PATTECH FITWELL TUBE COMPONENTS LIMITED Survey No.873/B/1, RD No: 1, Ansons Limbani Estate Nr. GETCO 66K.V. Sub Station, G.I.D.C, Por, N.H-08, Vadodara, Gujarat, India, 391243 Tel No.: +91 98798 07811; Email: cs@pftcpipifittings.com ; Web: www.pftcpipifittings.com
Registrar and Transfer Agent	BIGSHARE SERVICES PRIVATE LIMITED Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India. Tel No.: +91-22-6263 8200; Email: investor@bigshareonline.com ; Web: www.bigshareonline.com
E-Voting Agency & VC / OAVM	NATIONAL SECURITIES DEPOSITORY LIMITED Email: evoting@nsdl.co.in NSDL Help Desk: 022 - 4886 7000
Scrutinizer	CS Hardikkumar Jetani Email: hardikjetaniandassociates@gmail.com ; Tel No.: +91 94082-30805

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EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act, 2013 and Secretary Standard 2 on General Meetings)

ITEM NO. 1:

TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND MAKE CONSEQUENT ALTERATION IN CLAUSE 5 OF THE MEMORANDUM OF ASSOCIATION: SPECIAL RESOLUTIONS

In order to broad base capital structure of the Company and to enable the Company to issue further shares, it is proposed to increase the authorized share capital of the Company from Rupees 10,00,00,000.00 (Rupees Ten Crore only) divided into 10000000 (One Crore) Equity Shares of Rupees 10.00 (Rupees Ten Only) each, to Rupees 12,50,00,000.00 (Rupees Twelve Crores Fifty Lakh Only) divided into 12500000 (One Crore Twenty-Five Lakh) Equity Shares of Rupees 10.00 (Rupees Ten Only) each, by way of creation of an additional 2500000 (Twenty Five Lakhs) Equity Shares of Rupees 10.00 (Rupees Ten only) each, ranking pari passu in all respect with existing equity shares of the company, aggregating to Rupees 2,50,00,000.00 (Rupees Two Crores and Fifty Lakhs only).

As a consequence of increase of authorized share capital of the Company, the existing authorized share capital clause (Clause 5) in the Memorandum of Association of the Company is required to be altered accordingly. The proposed increase of authorized share capital requires the approval of members of the Company in general meeting under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals.

The Draft amended Memorandum of Association has been placed on the website of the Company - www.pftcpipefittings.com in for Members' Inspection.

Therefore, the Board recommends the resolution hereof for approval of the shareholders as Special Resolution.

None of the directors or any key managerial personnel or any relative of any of the directors/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.

ITEM NO. 2:

ISSUE OF EQUITY SHARES OF THE COMPANY ON A PREFERENTIAL BASIS: SPECIAL RESOLUTIONS

In terms of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI (ICDR) Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the listing agreements entered into by the Company with National Stock Exchange of India Limited ('Stock Exchange') on which the Equity Shares having face value of Rupees 10.00 each of the Company ('Equity Shares') are listed, approval of shareholders of the Company by way of special resolution is required for allotment of Equity Shares on preferential basis to the Proposed Allotees of the Company.

It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. All the existing equity shares of the Company held by the Proposed Allotees, if any, are in dematerialised form;
3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
4. The Company has obtained the Permanent Account Numbers of the proposed allottees.
5. None of the Promoters and Directors of the Company are fugitive economic offender.
6. The Company does not have any outstanding dues to the SEBI, the Stock Exchange or the Depositories.
7. The Company is eligible to make the preferential issue under Chapter V of the SEBI (ICDR) Regulations.
8. The Proposed Allotees and entire promoters and promoter group have represented and declared to the Company that they haven't sold any equity Shares of the Company during the 90 (Ninety) trading days preceding the relevant date, being Friday, June 27, 2025.
9. The Proposed Allotees have further confirmed that the Proposed Allotees shall be an entity eligible under SEBI (ICDR) Regulations to undertake the preferential issue.
10. The Company will make the application for in-principle approval to the Stock Exchange, where its equity shares are listed, on the same day when the notice has been sent in respect of the EOGM seeking shareholders' approval by way of Special Resolution.

In terms of Section 102 of the Companies Act, 2013 ("Act"), this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the Securities and SEBI (ICDR) Regulations, necessary information or details in respect of the proposed Preferential Issue of Equity Shares are as under:

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A. Particulars of the offer including date of passing of Board resolution:

To create, issue, offer and allot up to 18,98,100 (Eighteen Lakhs Ninety Eight Thousand and One Hundred only) Equity Shares of Rupees 10.00 each, on a preferential basis ("Preferential Issue"), to the Proposed Allottees of the Company at an issue price of Rupees 77.50 per Equity Share (including share premium of Rupees 67.50 per Equity Share), being issue price determined as on the relevant date in accordance with the SEBI (ICDR) Regulations or such other higher price, in such manner, in one or more tranches and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI (ICDR) Regulations, or other applicable laws in this regard.

The Board of Directors has approved aforementioned Preferential Issue in their meeting held on Saturday, June 28, 2025.

B. Kinds of securities offered and the price at which security is being offered:

Equity Shares of Rupees 10.00 each, on a preferential basis ("Preferential Issue"), to the Proposed Allottees of the Company at an issue price of Rupees 77.50 per Equity Share (including share premium of Rupees 67.50 per Equity Share), being issue price determined as on the relevant date in accordance with the SEBI (ICDR) Regulations or such other higher price, in such manner, in one or more tranches and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI (ICDR) Regulations, or other applicable laws in this regard.

C. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer:

The Equity Shares of the company are listed on the Emerge Platform of National Stock Exchange of India Limited ("NSE") since April 21, 2023. The Equity Shares of Company are listed on NSE for a period of more than 90 trading days as on the relevant date i.e. Friday, June 27, 2025 and are frequently traded in accordance with SEBI (ICDR) Regulations.

The Price of the Equity Shares to be allotted to the Proposed Allottees of the Company shall not be less than the price determined in accordance with the SEBI (ICDR) Regulations. Currently, SEBI (ICDR) Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

In case of "frequently traded shares (Regulation 164(1) of the SEBI (ICDR) Regulations:

If the equity shares of the Company have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following;

- the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

The Articles of Association of the Company do not provide for any particular method of determination of floor price. Article No. 7(II) of the Articles of Association of the Company provides that the Directors may, with the sanction of the Company in General Meeting by means of a special resolution, offer and allot shares to any person at their discretion by following the provisions of section 62 of the Act and other applicable provisions, if any.

Moreover, as per the Regulation 166A(1) of the SEBI (ICDR) Regulations, any preferential issue, which may result in a change in control or allotment of more than five percent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price. In this regard, the Company confirms that neither there is change in control due to this preferential issue nor any of the allottees or the allottees acting in concert are proposed to be allotted more than 5% of the post issue fully diluted Equity Share Capital of the Company. In terms of second proviso to the sub rule 1 of rule 13 of Companies (Share Capital and Debentures) Rules, 2014, the price of shares to be issued on a preferential basis by a listed company shall not be required to be determined by the valuation report of a registered valuer. Accordingly, no valuation report is obtained.

However, the Company has obtained Pricing Certificate dated July 03, 2025 from Mr. Hardikkumar Jetani, Practicing Company Secretary having his office at 317, Vishala Supreme, Opp. Torrent Power Grid, S P Ring Road, Nikol, Ahmedabad-382350, Gujarat, India in the format prescribed by the stock exchange and the copy of the same has been hosted on the website of the Company which can be accessed at <https://pftcpipetittings.com/wp-content/uploads/2025/07/PCS-Certificate-Pricing.pdf> under Investor Relation tab.

As per the Pricing Certificate, the minimum price, in terms of Regulation 164(1) r.w. 166 of the SEBI ICDR Regulations, at which Equity Shares to be issued is Rupees 77.41 per Equity Share of Rupees 10.00 each. However, the issue price for this Preferential Issue is kept at Rupees 77.50 per Equity Share including share premium of Rupees 67.50 per Equity Share which is higher than the Floor Price determined in accordance with Regulation 164(1) of SEBI ICDR Regulations.

D. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Equity Shares under the Preferential Issue is for cash consideration.

E. The price or price band at/within which the allotment is proposed:

There shall be no price band. All the equity shares under this preferential issue shall be made at an issue price Rupees 77.50 per Equity Share (including share premium of Rupees 67.50 per Equity Share), being issue price determined as on the relevant date in accordance with the SEBI (ICDR) Regulations or such other higher price, as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI (ICDR) Regulations, or other applicable laws in this regard.

PATTECH FITWELL TUBE COMPONENTS LIMITED

(ERSTWHILE PATTECH FITWELL TUBE COMPONENTS)

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F. The Objects of the issue through preferential offer:

Our Company intends to utilize the Issue Proceeds towards (a) Working Capital Requirements for upscaling and upgradation of existing products; (b) Capital Expenditure for by way of installation of new and latest machinery as well as expansion of existing capacity; (c) Repayment of Secured and / or Unsecured Loan(s) of Banks, NBFCs and financial institutions; (d) Strategic Partnerships or Alliances and tie-ups with similar nature of businesses for expansion of company's business; (e) General Corporate Purposes including issue related expenses.

Any pending utilization of the gross proceeds will be deposited exclusively with scheduled commercial banks listed in the second schedule of the Reserve Bank of India Act, 1934, in accordance with all applicable laws and regulations.

G. The total number of Equity Shares to be issued:

The total number of Equity Shares proposed to be issued are 18,98,100 (Eighteen Lakhs Ninety-Eight Thousand and One Hundred only) Equity Shares of face value of Rupees 10.00 each.

H. Amount which the company intends to raise by way of such Equity Shares:

Considering, issue price as Rupees 77.50 per Equity Share (including share premium of Rupees 67.50 per Equity Share), the Company intends to raise total sum of Rupees 1,471.03 Lakh (rounded off).

I. The intention of Promoter(s)/Director(s)/Key Managerial Personnel/Senior Management to subscribe to the offer and contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

None of the Promoter & Promoter Group, Directors and Key Managerial Personnel are intending to participate/subscribe to the proposed issue of Equity Shares.

However, Mr. Bharatbhai Jivrajbhai Limbani and Jaysukhbhai Popatbhai Limbani, being Promoters, Directors and Key Managerial Personnel of the Company, intend to subscribe 19,36,000 Warrants issue under the preferential issue, thereby contributing in furtherance of objects.

Except the names given above, none of other Promoter & Promoter Group, Directors, Key Managerial Personnel and senior management are intending to participate/subscribe to the proposed issue.

J. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the persons other than the Promoters & the Promoter Groups.

K. The time within which the preferential issue shall be completed:

As required under SEBI (ICDR) Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of special resolution by the shareholders according consent for preferential issue or in the event of allotment of equity shares would require any other approvals or permissions from any regulatory authorities including stock exchange where the shares of the Company are listed or the Central Government, within 15 days from the date of receipt of last of such approvals or permissions as the case may be.

L. Shareholding Pattern of the Company before and after the Preferential Issue:

The shareholding pattern before and after the Preferential Issue offer would be as under:

Category of Shareholders	Pre-Issue ⁽¹⁾		Post Issue – Equity ⁽²⁾		Post Issue – Warrants ⁽³⁾	
	No. of Equity Shares	%	No. of Equity Shares	%	No. of Equity Shares	%
A. Promoter & Promoter Group						
1. Indian						
Individuals/ Hindu Undivided Family	5357187	69.06%	5357187	55.48%	7293187	60.20%
Bodies Corporate	0	0.00%	0	0.00%	0	0.00%
Sub Total (A)(1)	5357187	69.06%	5357187	55.48%	7293187	60.20%
2. Foreign	0	0.00%	0	0.00%	0	0.00%
Sub Total (A)(2)	0	0.00%	0	0.00%	0	0.00%
Sub Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	5357187	69.06%	5357187	55.48%	7293187	60.20%
B. Non-promoters' holding (Public shareholding)						
1. Institutions						
Alternate Investment Funds	0	0.00%	258100	2.67%	258100	2.13%
Foreign Portfolio Investors Category I	0	0.00%	0	0.00%	0	0.00%
Foreign Portfolio Investors Category II	0	0.00%	0	0.00%	0	0.00%
Sub-Total (B) (1)	0	0.00%	258100	2.67%	258100	2.13%
2. Central Government/State Government(s)/President of India	0	0.00%	0	0.00%	0	0.00%
Sub-Total (B) (2)	0	0.00%	0	0.00%	0	0.00%

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Category of Shareholders	Pre-Issue ⁽¹⁾		Post Issue – Equity ⁽²⁾		Post Issue – Warrants ⁽³⁾	
	No. of Equity Shares	%	No. of Equity Shares	%	No. of Equity Shares	%
3. Non-institutions						
a. Individuals -						
i. Individual shareholders holding nominal share capital up to Rupees 2 lakh.	694500	8.95%	725000	7.51%	725000	5.98%
ii. Individual shareholders holding nominal share capital in excess of Rupees 2 lakh.	1606500	20.71%	3022300	31.30%	3506800	28.95%
b. NBFCs registered with RBI	0	0.00%	0	0.00%	0	0.00%
c. Non-Resident Indian	1500	0.02%	1500	0.02%	1500	0.01%
d. Hindu Undivided Families	49500	0.64%	114100	1.18%	114100	0.94%
e. Any Other (Specify)						
i. Bodies Corporate	48000	0.62%	48000	0.50%	48000	0.40%
ii. Partnership Firm / LLP	0	0.00%	129100	1.34%	167900	1.39%
iii. Clearing Member	0	0.00%	0	0.00%	0	0.00%
Sub-Total (B) (3)	2400000	30.94%	4040000	41.84%	4563300	37.67%
Sub Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	2400000	30.94%	4298100	44.52%	4821400	39.80%
C. Shares held by Custodians and against which Depository Receipts have been issued	0	0.00%	0	0.00%	0	0.00%
Sub Total (C)	0	0.00%	0	0.00%	0	0.00%
GRAND TOTAL (A)+(B)+(C)	7757187	100.00%	9655287	100.00%	12114587	100.00%

Notes:

- 1) The Pre-Issue Shareholding Patterns is as on Friday, June 27, 2025.
- 2) The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the Equity Shares which they are intent to do so. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.
- 3) The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) of Warrants will subscribe to all the Warrants and resultant equity shares which they are intent to do so. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Warrants or not get allotted equal no. of Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.
- 4) It is further assumed that shareholding of the Company in all other categories will remain unchanged.
- 5) The Company will ensure compliance with all applicable laws and regulations including the SEBI (ICDR) Regulations at the time of allotment of equity shares of the Company.

M. Details of Proposed Allottees and the identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

Name of Proposed Allottees	Category	Ultimate Beneficial Owner
Dharaben Bhautikkumar Viradiya	Public – Non-Institutional – Individual	Self
Sanjaybhai Mohanbhai Chheta (On Behalf of Amrut Global, a Partnership Firm and its Partners)	Public – Non-Institutional – Partnership Firm	Mr. Chheta Manishaben Ashishbhai Mr. Shitalben Hiteshbhai Chheta Mr. Chheta Sanjaybhai Mohanbhai Mr. Ashish Vallabhbbhai Chheta Mr. Hiteshbhai Mohanbhai Chheta Mr. Chheta Amitbhai Vallabhbbhai Mr. Chheta Sejalben Amitbhai Mr. Chheta Sheetalben Rajeshbhai Mr. Chheta Sonalben Sanjaybhai
Chheta Sanjaybhai Mohanbhai	Public – Non-Institutional – Individual	Self
Ashish Vallabhbbhai Chheta	Public – Non-Institutional – Individual	Self
Hiteshbhai Mohanbhai Chheta	Public – Non-Institutional – Individual	Self
Chheta Rajeshbhai Hirabhai	Public – Non-Institutional – Individual	Self
Ranjanben P Bhingradiya	Public – Non-Institutional – Individual	Self

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Name of Proposed Allottees	Category	Ultimate Beneficial Owner
Popatbhai Lavajibhai Bharodiya	Public – Non-Institutional – Individual	Self
Harsukhbhai Lavajibhai Bharodiya	Public – Non-Institutional – Individual	Self
Gordhanbhai Lavajibhai Bharodiya	Public – Non-Institutional – Individual	Self
Ashwinbhai Veljibhai Beladiya	Public – Non-Institutional – Individual	Self
Ramanikbhai Keshavbhai Bharodiya	Public – Non-Institutional – Individual	Self
Bharatbhai Kurjibhai Maniya	Public – Non-Institutional – Individual	Self
Rameshbhai Kurjibhai Maniya	Public – Non-Institutional – Individual	Self
Naranbhai Parshottambhai Mayani	Public – Non-Institutional – Individual	Self
Shilpaben Chetankumar Kakadiya	Public – Non-Institutional – Individual	Self
Jignaben Rajeshkumar Gandhi	Public – Non-Institutional – Individual	Self
Yash B Lodariya	Public – Non-Institutional – Individual	Self
Shraddha Vidhitkumar Mehta	Public – Non-Institutional – Individual	Self
Jinaykumar Navinchandra Koradiya	Public – Non-Institutional – Individual	Self
Priyanka Shwetkumar Koradiya	Public – Non-Institutional – Individual	Self
Ankita Mehta	Public – Non-Institutional – Individual	Self
Nilamben Kiritbhai Shah	Public – Non-Institutional – Individual	Self
Jivanbhai Ramjibhai Ramani HUF	Public – Non-Institutional – HUF	Mr. Jivanbhai Ramjibhai Ramani Mrs. Leelaben Jivanbhai Ramani Mr. Shailesh Jivanbhai Ramani Mr. Maheshkumar Jivanbhai Ramani
Kanta Kanaiyalal Asawa	Public – Non-Institutional – Individual	Self
SME Growth Fund Series Alpha	Public – Institutional – AIF	Mr. Manish Kumar Bansal & Mr. Jignesh Jasmatbhai Lakhani

N. The percentage of post Preferential Issue capital that may be held by them:

Name of Proposed Allottees	Category	Post Issue – Equity		Post Issue – Conversion of warrants into Equity*	
		No. of Shares	%	No. of Shares	%
Dharaben Bhautikkumar Viradiya	Public – Non-Institutional – Individual	32300	0.33	32300	0.27
Sanjaybhai Mohanbhai Chheta (On Behalf of Amrut Global, a Partnership Firm and its Partners)	Public – Non-Institutional – Partnership Firm	129100	1.34	129100	1.07
Chheta Sanjaybhai Mohanbhai	Public – Non-Institutional – Individual	64600	0.67	64600	0.53
Ashish Vallabhbhai Chheta	Public – Non-Institutional – Individual	64600	0.67	64600	0.53
Hiteshbhai Mohanbhai Chheta	Public – Non-Institutional – Individual	64600	0.67	64600	0.53
Chheta Rajeshbhai Hirabhai	Public – Non-Institutional – Individual	32300	0.33	32300	0.27
Ranjanben P Bhingradiya	Public – Non-Institutional – Individual	32300	0.33	32300	0.27
Popatbhai Lavajibhai Bharodiya	Public – Non-Institutional – Individual	99400	1.03	99400	0.82
Harsukhbhai Lavajibhai Bharodiya	Public – Non-Institutional – Individual	68400	0.71	68400	0.56
Gordhanbhai Lavajibhai Bharodiya	Public – Non-Institutional – Individual	62000	0.64	62000	0.51
Ashwinbhai Veljibhai Beladiya	Public – Non-Institutional – Individual	62600	0.65	62600	0.52
Ramanikbhai Keshavbhai Bharodiya	Public – Non-Institutional – Individual	11700	0.12	11700	0.10
Bharatbhai Kurjibhai Maniya	Public – Non-Institutional – Individual	9400	0.10	9400	0.08
Rameshbhai Kurjibhai Maniya	Public – Non-Institutional – Individual	9400	0.10	9400	0.08
Naranbhai Parshottambhai Mayani	Public – Non-Institutional – Individual	161300	1.67	161300	1.33
Shilpaben Chetankumar Kakadiya	Public – Non-Institutional – Individual	161300	1.67	161300	1.33
Jignaben Rajeshkumar Gandhi	Public – Non-Institutional – Individual	32300	0.33	32300	0.27
Yash B Lodariya	Public – Non-Institutional – Individual	32300	0.33	32300	0.27

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Name of Proposed Allottees	Category	Post Issue – Equity		Post Issue – Conversion of warrants into Equity*	
		No. of Shares	%	No. of Shares	%
Shraddha Vidhitkumar Mehta	Public – Non-Institutional – Individual	32300	0.33	32300	0.27
Jinaykumar Navinchandra Koradiya	Public – Non-Institutional – Individual	32300	0.33	32300	0.27
Priyanka Shwetkumar Koradiya	Public – Non-Institutional – Individual	283600	2.94	283600	2.34
Ankita Mehta	Public – Non-Institutional – Individual	32300	0.33	32300	0.27
Nilamben Kiritbhai Shah	Public – Non-Institutional – Individual	64600	0.67	64600	0.53
Jivanbhai Ramjibhai Ramani HUF	Public – Non-Institutional – HUF	64600	0.67	64600	0.53
Kanta Kanaiyalal Asawa	Public – Non-Institutional – Individual	25900	0.27	25900	0.21
SME Growth Fund Series Alpha	Public – Institutional – AIF	258100	2.67	258100	2.13

* The post issue shareholding and percentage in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the Equity Shares / Warrants which they are intent to do so and later all such warrants will be converted into equivalent equity shares. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Warrants / Equity Shares, the shareholding and percentage in the above table would undergo corresponding changes.

O. The current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:

Current and proposed status of the allottee(s) post the preferential issues shall be as under.

Name of Proposed Allottees	Current Status	Proposed Status
Dharaben Bhautikkumar Viradiya	Non-Promoter	Non-Promoter
Sanjaybhai Mohanbhai Chheta (On Behalf of Amrut Global, a Partnership Firm and its Partners)	Non-Promoter	Non-Promoter
Chheta Sanjaybhai Mohanbhai	Non-Promoter	Non-Promoter
Ashish Vallabhbhai Chheta	Non-Promoter	Non-Promoter
Hiteshbhai Mohanbhai Chheta	Non-Promoter	Non-Promoter
Chheta Rajeshbhai Hirabhai	Non-Promoter	Non-Promoter
Ranjanben P Bhingradiya	Non-Promoter	Non-Promoter
Popatbhai Lavajibhai Bharodiya	Non-Promoter	Non-Promoter
Harsukhbhai Lavajibhai Bharodiya	Non-Promoter	Non-Promoter
Gordhanbhai Lavajibhai Bharodiya	Non-Promoter	Non-Promoter
Ashwinbhai Veljibhai Beladiya	Non-Promoter	Non-Promoter
Ramanikbhai Keshavbhai Bharodiya	Non-Promoter	Non-Promoter
Bharatbhai Kurjibhai Maniya	Non-Promoter	Non-Promoter
Rameshbhai Kurjibhai Maniya	Non-Promoter	Non-Promoter
Naranbhai Parshottambhai Mayani	Non-Promoter	Non-Promoter
Shilpaben Chetankumar Kakadiya	Non-Promoter	Non-Promoter
Jignaben Rajeshkumar Gandhi	Non-Promoter	Non-Promoter
Yash B Lodariya	Non-Promoter	Non-Promoter
Shraddha Vidhitkumar Mehta	Non-Promoter	Non-Promoter
Jinaykumar Navinchandra Koradiya	Non-Promoter	Non-Promoter
Priyanka Shwetkumar Koradiya	Non-Promoter	Non-Promoter
Ankita Mehta	Non-Promoter	Non-Promoter
Nilamben Kiritbhai Shah	Non-Promoter	Non-Promoter
Jivanbhai Ramjibhai Ramani HUF	Non-Promoter	Non-Promoter
Kanta Kanaiyalal Asawa	Non-Promoter	Non-Promoter
SME Growth Fund Series Alpha	Non-Promoter	Non-Promoter

P. Change in Control, if any, in the Company consequent to the preferential issue:

There shall be no change in the management or control of the Company pursuant to the issue of equity shares on preferential basis.

Q. Principle terms of assets charged as securities:

Not Applicable.

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R. Relevant Date:

The relevant date for the determination of the minimum price for the Equity Shares to be issued is Friday, June 27, 2025, since the day 30 days prior to the date of passing of the special resolution at this Extraordinary General Meeting (i.e. Tuesday, July 29, 2025) falls on weekend.

S. Undertaking:

The Company undertakes to re-compute the price of the Equity Shares in terms of provision of SEBI (ICDR) Regulations, where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

T. Practicing Company Secretary's Certificate:

The certificate from CS Hardikkumar Jetani, Practicing Company Secretary having his office at 317, Vishala Supreme, Opp. Torrent Power Grid, S P Ring Road, Nikol, Ahmedabad-382350, Gujarat, India and COP No.: 22171, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be made available for inspection by the Members during the meeting and has been made available on the Company's website and is accessible at https://pftcpipefittings.com/wp-content/uploads/2025/07/PCS-Certificate-ICDR_Equity.pdf under Investor Relation tab.

U. Lock in Period:

The Equity Shares allotted on preferential basis to persons other than the Promoters and Promoter Group shall be locked-in in terms of provisions of Regulations 167 of SEBI (ICDR) Regulations.

Further, entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

V. The 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:

The Company has not allotted any equity shares to any period during the F.Y. 2024-25 & 2025-26 (till the date of this notice).

W. Listing:

The Company will make an application to National Stock Exchange of India Limited at which the existing equity shares of the Company are listed, for listing of the Equity Shares allotted under this Preferential Issue. All the Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

X. Material terms of raising such securities

All material terms have been set out above.

Y. Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter or fugitive economic offender or fraudulent borrower:

The Company, its Promoters and its Directors have not been declared as wilful defaulters or a fraudulent borrower or fugitive economic offender as defined under SEBI (ICDR) Regulations.

Pursuant to Section 62(1)(c) of the Companies Act, 2013, further equity shares may be issued to persons other than the existing members of the Company as specified in Section 62(1)(a) of the Companies Act, 2013, provided that the members of the Company approve the issue of such equity shares by means of a special resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulations 160 of SEBI (ICDR) Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not confirm with the SEBI (ICDR) Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board accordingly recommends the resolution set forth at Item no. 2 for approval of the members as a Special Resolutions.

ITEM NO. 3:

ISSUE OF FULLY CONVERTIBLE EQUITY WARRANT OF THE COMPANY ON A PREFERENTIAL BASIS: SPECIAL RESOLUTIONS

The Company needs to raise additional funds to strengthen its balance sheet, have access to long term resources to meet its growth requirements and for general corporate purposes. Considering raising funds through preferential issue to be most cost and time effective way for raising additional capital, the Board of Directors at its meeting dated June 28, 2025 have proposed to create, offer, issue and allot up to 24,59,300 (Twenty Four Lakhs and Fifty Nine Thousand and Three Hundred only) Fully Convertible Equity Warrants ("Warrants"), each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of Rupees 10.00 (Rupees Ten Only) ("Equity Share") each at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of Rupees 77.50 per Warrant, to be payable in cash ("Warrant Issue Price"), aggregating up to Rupees 1,905.96 Lakh (Rounded off) on a preferential basis to the Promoter & Promoter Group and the persons other than the Promoters & Promoter Group ("Warrant Holder(s)" / "Proposed Allottee(s)"), on preferential basis.

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In terms of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI (ICDR) Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the listing agreements entered into by the Company with National Stock Exchange of India Limited ('Stock Exchange') on which the Equity Shares having face value of Rupees 10.00 each of the Company ('Equity Shares') are listed, approval of shareholders of the Company by way of special resolution is required for allotment of Warrants on preferential basis to the Proposed Allotees of the Company.

It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted up on conversion of Warrants shall be made fully paid up at the time of the allotment;
2. All the existing equity shares of the Company held by the Proposed Allotees, if any, are in dematerialised form;
3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
4. The Company has obtained the Permanent Account Numbers of the proposed allottees.
5. None of the Promoters and Directors of the Company are fugitive economic offender.
6. The Company does not have any outstanding dues to the SEBI, the Stock Exchange or the Depositories.
7. The Company is eligible to make the preferential issue under Chapter V of the SEBI (ICDR) Regulations.
8. The Proposed Allotees have represented and declared to the Company that they haven't sold any equity Shares of the Company during the 90 (Ninety) trading days preceding the relevant date, being Friday, June 27, 2025 ("Relevant Date"). Moreover, all the persons belonging to Promoters and Promoters Group have represented and declared to the Company that they haven't sold any equity Shares of the Company during the 90 (Ninety) trading days preceding the relevant date, being Friday, June 27, 2025 ("Relevant Date").

The Proposed Allotees have further confirmed that the Proposed Allotees shall be an entity eligible under SEBI (ICDR) Regulations to undertake the preferential issue.

9. The Company will make the application for in-principle approval to the Stock Exchange, where its equity shares are listed, on the same day when the notice has been sent in respect of the EoGM seeking shareholders' approval by way of Special Resolution.
10. The issue and allotment of Warrants including resultant equity shares arising out of exercise of option attached to Warrants shall be on the terms and conditions, as mentioned Resolutions.

In terms of Section 102 of the Companies Act, 2013 ("Act"), this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI (ICDR) Regulations), necessary information or details in respect of the proposed Preferential Issue of Warrants are as under:

A. Particulars of the offer including date of passing of Board resolution:

To create, issue, offer and allot up to 24,59,300 (Twenty Four Lakhs and Fifty Nine Thousand and Three Hundred only) Fully Convertible Equity Warrants ("Warrants"), each convertible into, or exchangeable for, 1 (One) fully paid-up equity share of the Company of face value Rupees 10.00 (Rupees Ten only), on a preferential basis ("Preferential Issue"), to the Promoters & Promoter Group and persons other than the Promoters & Promoter Group ("Warrant Holder(s)" / "Proposed Allottee(s)"), at price of Rupees 77.50 per Warrant, payable in cash, being issue price determined as on the relevant date in accordance with the SEBI (ICDR) Regulations or such other higher price, in such manner, in one or more tranches and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI (ICDR) Regulations, or other applicable laws in this regard.

The Board of Directors has approved aforementioned Preferential Issue in their meeting held on Saturday, June 28, 2025.

B. Kinds of securities offered and the price at which security is being offered:

Fully Convertible Equity Warrants ("Warrants"), each convertible into, or exchangeable for, 1 (One) fully paid-up equity share of the Company of face value Rupees 10.00 (Rupees Ten only), on a preferential basis ("Preferential Issue"), to the Proposed Allotees, at price of Rupees 77.50 per Warrant, being issue price determined as on the relevant date in accordance with the SEBI (ICDR) Regulations or such other higher price, in such manner, in one or more tranches and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI (ICDR) Regulations, or other applicable laws in this regard.

C. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer:

The Equity Shares of the company are listed on the Emerge Platform of National Stock Exchange of India Limited ("NSE") since April 21, 2023. The Equity Shares of Company are listed on NSE for a period of more than 90 trading days as on the relevant date i.e. Friday, June 27, 2025 and are frequently traded in accordance with SEBI (ICDR) Regulations.

The Price of the Equity Shares to be allotted to the Proposed Allotees of the Company shall not be less than the price determined in accordance with the SEBI (ICDR) Regulations. Currently, SEBI (ICDR) Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

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In case of “frequently traded shares (Regulation 164(1) of the SEBI (ICDR) Regulations:

If the equity shares of the Company have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following;

- the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

The Articles of Association of the Company do not provide for any particular method of determination of floor price. Article No. 7(II) of the Articles of Association of the Company provides that the Directors may, with the sanction of the Company in General Meeting by means of a special resolution, offer and allot shares to any person at their discretion by following the provisions of section 62 of the Act and other applicable provisions, if any.

Moreover, as per the Regulation 166A(1) of the SEBI (ICDR) Regulations, any preferential issue, which may result in a change in control or allotment of more than five percent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price. In this regard, the Company confirms that neither there is change in control due to this preferential issue nor any of the allottees or the allottees acting in concert are proposed to be allotted more than 5% of the post issue fully diluted Equity Share Capital of the Company. In terms of second proviso to the sub rule 1 of rule 13 of Companies (Share Capital and Debentures) Rules, 2014, the price of shares to be issued on a preferential basis by a listed company shall not be required to be determined by the valuation report of a registered valuer. Accordingly, no valuation report is obtained.

However, the Company has obtained Pricing Certificate dated July 03, 2025 from Mr. Hardikkumar Jetani, Practicing Company Secretary having his office at 317, Vishala Supreme, Opp. Torrent Power Grid, S P Ring Road, Nikol, Ahmedabad-382350, Gujarat, India in the format prescribed by the stock exchange and the copy of the same has been hosted on the website of the Company which can be accessed at <https://pftcpipefittings.com/wp-content/uploads/2025/07/PCS-Certificate-Pricing.pdf> under Investor Relation tab.

As per the Pricing Certificate, the minimum price, in terms of Regulation 164(1) r.w. 166 of the SEBI ICDR Regulations, at which Equity Shares to be issued is Rupees 77.41 per Equity Share of Rupees 10.00 each. However, the issue price for this Preferential Issue is kept at Rupees 77.50 per Equity Share including share premium of Rupees 67.50 per Equity Share which is higher than the Floor Price determined in accordance with Regulation 164(1) of SEBI ICDR Regulations.

D. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Warrants and consequent equity shares under the Preferential Issue is for cash consideration.

E. The price or price band at/within which the allotment is proposed:

There shall be no price band. All the warrants under this preferential issue shall be made at an issue price of Rupees 77.50 per warrant, being issue price determined as on the relevant date in accordance with the SEBI (ICDR) Regulations or such other higher price, as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI (ICDR) Regulations, or other applicable laws in this regard.

F. The Objects of the issue through preferential offer:

Our Company intends to utilize the Issue Proceeds towards (a) Working Capital Requirements for upscaling and upgradation of existing products; (b) Capital Expenditure for by way of installation of new and latest machinery as well as expansion of existing capacity; (c) Repayment of Secured and / or Unsecured Loan(s) of Banks, NBFCs and financial institutions; (d) Strategic Partnerships or Alliances and tie-ups with similar nature of businesses for expansion of company's business; (e) General Corporate Purposes including issue related expenses.

Any pending utilization of the gross proceeds will be deposited exclusively with scheduled commercial banks listed in the second schedule of the Reserve Bank of India Act, 1934, in accordance with all applicable laws and regulations.

G. The total number of Warrants to be issued:

The total number of Warrants proposed to be issued is 24,59,300 (Twenty Four Lakhs and Fifty Nine Thousand and Three Hundred only) Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rupees 10.00 each.

H. Amount which the company intends to raise by way of such Equity Shares:

Considering, issue price as Rupees 77.50 per Warrant, the Company intends to raise total sum of Rupees 1,905.96 Lakhs.

I. The intention of Promoter(s)/Director(s)/Key Managerial Personnel/Senior Management to subscribe to the offer and contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

Mr. Bharatbhai Jivrajbhai Limbani and Jaysukhbhai Popatbhai Limbani, being Promoters, Directors and Key Managerial Personnel of the Company, intend to subscribe 19,36,000 Warrants issue under this preferential issue.

Except the names given above, none of other Promoter & Promoter Group, Directors, Key Managerial Personnel and senior management are intending to participate/subscribe to the proposed issue.

J. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Promoters & Promoter Group and persons other than the Promoters & Promoter Group.

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K. The time within which the preferential issue shall be completed:

As required under SEBI (ICDR) Regulations, the Company shall complete the allotment of warrants as aforesaid on or before the expiry of 15 days from the date of passing of special resolution by the shareholders according consent for preferential issue or in the event of allotment of warrants would require any other approvals or permissions from any regulatory authorities including stock exchange where the shares of the Company are listed or the Central Government, within 15 days from the date of receipt of last of such approvals or permissions as the case may be.

L. Shareholding Pattern of the Company before and after the Preferential Issue:

The shareholding pattern before and after the Preferential Issue offer would be as under:

Category of Shareholders	Pre-Issue ⁽¹⁾		Post Issue – Equity ⁽²⁾		Post Issue – Warrants ⁽³⁾	
	No. of Equity Shares	%	No. of Equity Shares	%	No. of Equity Shares	%
A. Promoter & Promoter Group						
1. Indian						
Individuals/ Hindu Undivided Family	5357187	69.06%	5357187	55.48%	7293187	60.20%
Bodies Corporate	0	0.00%	0	0.00%	0	0.00%
Sub Total (A)(1)	5357187	69.06%	5357187	55.48%	7293187	60.20%
2. Foreign	0	0.00%	0	0.00%	0	0.00%
Sub Total (A)(2)	0	0.00%	0	0.00%	0	0.00%
Sub Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	5357187	69.06%	5357187	55.48%	7293187	60.20%
B. Non-promoters' holding (Public shareholding)						
1. Institutions						
Alternate Investment Funds	0	0.00%	258100	2.67%	258100	2.13%
Foreign Portfolio Investors Category I	0	0.00%	0	0.00%	0	0.00%
Foreign Portfolio Investors Category II	0	0.00%	0	0.00%	0	0.00%
Sub-Total (B) (1)	0	0.00%	258100	2.67%	258100	2.13%
2. Central Government/State Government(s)/President of India	0	0.00%	0	0.00%	0	0.00%
Sub-Total (B) (2)	0	0.00%	0	0.00%	0	0.00%
3. Non-institutions						
a. Individuals -						
i. Individual shareholders holding nominal share capital up to Rupees 2 lakh.	694500	8.95%	725000	7.51%	725000	5.98%
ii. Individual shareholders holding nominal share capital in excess of Rupees 2 lakh.	1606500	20.71%	3022300	31.30%	3506800	28.95%
b. NBFCs registered with RBI	0	0.00%	0	0.00%	0	0.00%
c. Non-Resident Indian	1500	0.02%	1500	0.02%	1500	0.01%
d. Hindu Undivided Families	49500	0.64%	114100	1.18%	114100	0.94%
e. Any Other (Specify)						
i. Bodies Corporate	48000	0.62%	48000	0.50%	48000	0.40%
ii. Partnership Firm / LLP	0	0.00%	129100	1.34%	167900	1.39%
iii. Clearing Member	0	0.00%	0	0.00%	0	0.00%
Sub-Total (B) (3)	2400000	30.94%	4040000	41.84%	4563300	37.67%
Sub Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	2400000	30.94%	4298100	44.52%	4821400	39.80%
C. Shares held by Custodians and against which Depository Receipts have been issued	0	0.00%	0	0.00%	0	0.00%
Sub Total (C)	0	0.00%	0	0.00%	0	0.00%
GRAND TOTAL (A)+(B)+(C)	7757187	100.00%	9655287	100.00%	12114587	100.00%

Notes:

- 1) The Pre-Issue Shareholding Patterns is as on Friday, June 27, 2025.
- 2) The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the Equity Shares which they are intent to do so. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.

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- 3) The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) of Warrants will subscribe to all the Warrants and resultant equity shares which they are intent to do so. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Warrants or not get allotted equal no. of Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.
- 4) It is further assumed that shareholding of the Company in all other categories will remain unchanged.
- 5) The Company will ensure compliance with all applicable laws and regulations including the SEBI (ICDR) Regulations at the time of allotment of equity shares of the Company.

M. Details of Proposed Allottees and the identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

Name of Proposed Allottees	Category	Ultimate Beneficial Owner
Bharatbhai Jivrajbhai Limbani	Promoter – Individual	Self
Jaysukhbhai Popatbhai Limbani	Promoter – Individual	Self
Tanvi Hiteshbhai Bhungaliya	Public – Non-Institutional – Individual	Self
Ankita Pravinbhai Mangukiya	Public – Non-Institutional – Individual	Self
Harshida Nareshbhai Dudhat	Public – Non-Institutional – Individual	Self
Sutariya Yogesh Devraj	Public – Non-Institutional – Individual	Self
Dharmendra Devrajbhai Sutariya	Public – Non-Institutional – Individual	Self
Ankitaben Yogeshbhai Sutariya	Public – Non-Institutional – Individual	Self
Bobby Ashwin Panchal	Public – Non-Institutional – Individual	Self
Archana Bharatbhai Panchal	Public – Non-Institutional – Individual	Self
Bharatbhai Kantilal Panchal	Public – Non-Institutional – Individual	Self
Bhikadiya Fenil Jayeshbhai	Public – Non-Institutional – Individual	Self
Ketankumar Savajibhai Kathiriya	Public – Non-Institutional – Individual	Self
Payal Atulbhai Vaghasiya	Public – Non-Institutional – Individual	Self
Kanjibhai Jethabhai Sarvalia	Public – Non-Institutional – Individual	Self
Patel Dhruv Kanjibhai	Public – Non-Institutional – Individual	Self
Jigneshbhai Jasmatbhai Lakhani (On Behalf of Niji Corporation, a Partnership Firm and its Partners)	Public – Non-Institutional – Partnership Firm	Mr. Jigneshbhai Jasmatbhai Lakhani Mr. Nihar Jigneshbhai Lakhani

N. The percentage of post Preferential Issue capital that may be held by them:

Name of Proposed Allottees	Category	Post Issue – Equity		Post Issue – Conversion of warrants into Equity*	
		No. of Shares	%	No. of Shares	%
Bharatbhai Jivrajbhai Limbani	Promoter – Individual	37,68,965	39.04	51,23,965	42.30
Jaysukhbhai Popatbhai Limbani	Promoter – Individual	15,88,217	16.45	21,69,217	17.91
Tanvi Hiteshbhai Bhungaliya	Public – Non-Institutional – Individual	3,000	0.03	35,300	0.29
Ankita Pravinbhai Mangukiya	Public – Non-Institutional – Individual	-	-	32,300	0.27
Harshida Nareshbhai Dudhat	Public – Non-Institutional – Individual	3,000	0.03	35,300	0.29
Sutariya Yogesh Devraj	Public – Non-Institutional – Individual	-	-	32,300	0.27
Dharmendra Devrajbhai Sutariya	Public – Non-Institutional – Individual	-	-	32,300	0.27
Ankitaben Yogeshbhai Sutariya	Public – Non-Institutional – Individual	-	-	32,300	0.27
Bobby Ashwin Panchal	Public – Non-Institutional – Individual	-	-	64,600	0.53
Archana Bharatbhai Panchal	Public – Non-Institutional – Individual	-	-	32,300	0.27
Bharatbhai Kantilal Panchal	Public – Non-Institutional – Individual	-	-	32,300	0.27
Bhikadiya Fenil Jayeshbhai	Public – Non-Institutional – Individual	-	-	32,300	0.27
Ketankumar Savajibhai Kathiriya	Public – Non-Institutional – Individual	-	-	32,300	0.27
Payal Atulbhai Vaghasiya	Public – Non-Institutional – Individual	-	-	32,300	0.27
Kanjibhai Jethabhai Sarvalia	Public – Non-Institutional – Individual	3,000	0.03	35,300	0.29
Patel Dhruv Kanjibhai	Public – Non-Institutional – Individual	19,500	0.20	51,800	0.43
Jigneshbhai Jasmatbhai Lakhani (On Behalf of Niji Corporation, a Partnership Firm and its Partners)	Public – Non-Institutional – Partnership Firm	-	-	38,800	0.32

* The post issue shareholding and percentage in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the Equity / Warrants which they are intent to do so and later all such warrants will be converted into equivalent equity shares. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Warrants / Equity Shares, the shareholding and percentage in the above table would undergo corresponding changes.

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O. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Current and proposed status of the allottee(s) post the preferential issues shall be as under.

Name of Proposed Allottees	Current Status	Proposed Status
Bharatbhai Jivrajbhai Limbani	Promoter	Promoter
Jaysukhbhai Popatbhai Limbani	Promoter	Promoter
Tanvi Hiteshbhai Bhungaliya	Non-Promoter	Non-Promoter
Ankita Pravinbhai Mangukiya	Non-Promoter	Non-Promoter
Harshida Nareshbhai Dudhat	Non-Promoter	Non-Promoter
Sutariya Yogesh Devraj	Non-Promoter	Non-Promoter
Dharmendra Devrajbhai Sutariya	Non-Promoter	Non-Promoter
Ankitaben Yogeshbhai Sutariya	Non-Promoter	Non-Promoter
Bobby Ashwin Panchal	Non-Promoter	Non-Promoter
Archana Bharatbhai Panchal	Non-Promoter	Non-Promoter
Bharatbhai Kantilal Panchal	Non-Promoter	Non-Promoter
Bhikadiya Fenil Jayeshbhai	Non-Promoter	Non-Promoter
Ketankumar Savajibhai Kathiriya	Non-Promoter	Non-Promoter
Payal Atulbhai Vaghasiya	Non-Promoter	Non-Promoter
Kanjibhai Jethabhai Sarvalia	Non-Promoter	Non-Promoter
Patel Dhruv Kanjibhai	Non-Promoter	Non-Promoter
Jigneshbhai Jasmatbhai Lakhani (On Behalf of Niji Corporation, a Partnership Firm and its Partners)	Non-Promoter	Non-Promoter

P. Change in Control, if any, in the Company consequent to the preferential issue:

There shall be no change in the management or control of the Company pursuant to the issuance and allotment of the warrants and equity shares in exchange of the Warrants on preferential basis.

Q. Principle terms of assets charged as securities:

Not Applicable.

R. Valuation and justification for the allotment proposed to be made for consideration other than cash:

Not Applicable.

S. Relevant Date:

The relevant date for the determination of the minimum price for the Equity Shares to be issued is Friday, June 27, 2025, since the day 30 days prior to the date of passing of the special resolution at this Extraordinary General Meeting (i.e. Tuesday, July 29, 2025) falls on weekend.

T. Undertaking:

The Company undertakes to re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants in terms of provision of SEBI (ICDR) Regulations, where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the Warrants shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

U. Practicing Company Secretary's Certificate:

The certificate from CS Hardikkumar Jetani, Practicing Company Secretary having his office at 317, Vishala Supreme, Opp. Torrent Power Grid, S P Ring Road, Nikol, Ahmedabad-382350, Gujarat, India and COP No.: 22171, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be made available for inspection by the Members during the meeting and has been made available on the Company's website and is accessible at https://pftcpip fittings.com/wp-content/uploads/2025/07/PCS-Certificate-ICDR_Warrants.pdf under Investor Relation tab.

V. Lock in Period:

The Warrants allotted pursuant to this resolution and/or the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI (ICDR) Regulations.

Further, entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of warrants.

W. The 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:

The Company has not allotted any equity shares to any period during the F.Y. 2024-25 and F.Y. 2025-26 (till the date of this notice).

X. Listing:

The Company will make an application to National Stock Exchange Limited at which the existing equity shares of the Company are listed, for listing of the Equity Shares allotted pursuant to conversion of Warrants. All the Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

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Y. Material terms of raising such securities

All material terms have been set out above.

Z. Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter or fugitive economic offender or fraudulent borrower:

The Company, its Promoters and its Directors have not been declared as wilful defaulters or a fraudulent borrower or fugitive economic offender as defined under SEBI (ICDR) Regulations.

Pursuant to Section 62(1)(c) of the Companies Act, 2013, further equity shares may be issued to persons other than the existing members of the Company as specified in Section 62(1)(a) of the Companies Act, 2013, provided that the members of the Company approve the issue of such equity shares by means of a special resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulations 160 of SEBI (ICDR) Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not confirm with the SEBI (ICDR) Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any and their respective subscription to the preferential issue.

The Board accordingly recommends the resolution set forth at Item no. 3 for approval of the members as a Special Resolutions.

Registered office:

Survey No.873/B/1, RD No: 1, Ansons Limbani Estate
Nr. GETCO 66K.V. Sub Station, G.I.D.C, Por, N.H-08,
Vadodara, Gujarat, India, 391243

By order of the Board of Directors
For, Pattech Fitwell Tube Components Limited
(Erstwhile Pattech Fitwell Tube Components)
CIN: U28990GJ2022PLC134839

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Place: Vadodara

Date: July 04, 2025

Bharatbhai Jivrajbhai Limbani
Chairman and Managing Director
DIN: 09710373

PATTECH FITWELL TUBE COMPONENTS LIMITED

(ERSTWHILE PATTECH FITWELL TUBE COMPONENTS)

CIN: U28990GJ2022PLC134839

Registered Office: Survey No. 873/B/1, Road No.: 1, Ansons Limbani Estate,
Near GETCO 66 K.V. Sub Station, G.I.D.C, Por, N.H-08, Dist.: Vadodara - 391243, Gujarat, India

E-mail ID: tubefitwell@gmail.com; **Contact No:** +91 265 283 0151, +91 98986 95369