

POSTAL BALLOT NOTICE

(Pursuant to section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Notice is hereby given that pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (**"Act"**) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"Rules"**) and other applicable provisions of the Act and the Rules, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**"SS-2"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) and General Circular No. 09/2024 dated September 9, 2024, Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (**"MCA"**) read with other connected circulars issued from time to time in this regard (**"MCA Circular"**) and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), the resolution set out below are proposed to be passed by the members of GTT Data Solutions Limited (**"the Company"**) by means of Postal Ballot, only by way of remote e-voting process (**"e-voting"**).

The Explanatory Statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice are annexed hereto.

In accordance with the MCA Circular, postal ballot notice is being sent only through electronic mode to the shareholders whose names appear in the Register of Members / Register of Beneficial Owners, as on 26th, June 2026 being the cut-off date for the purpose (**"Cut-Off Date"**), and whose email address is registered with the Company or Niche Technologies Private Limited, the Company's Registrar and Share Transfer Agent (**"Niche"** or **"Registrar and Transfer Agent"**) or Depository Participants. Physical copy of postal ballot notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot and members can vote only through the remote e-voting process.

Accordingly, the Company is pleased to provide remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the notes section of this postal ballot notice to cast their vote electronically which begins on 04th, July 2026 at 9:00 a.m. IST and ends on 5:00 p.m. IST on 02nd August 2026 (the last day to cast vote electronically) to be eligible for being considered.

In accordance with the provisions of Section 106 of the Companies Act, 2013 and the Articles of Association of the Company, shareholders holding partly paid-up equity shares on which any calls or other sums presently payable have not been paid shall not be entitled to vote, either by postal ballot or through electronic voting. Accordingly, shareholders whose shares are not fully paid-up or on which call money remains unpaid as on the Cut-Off Date, shall not be eligible to vote on the resolutions contained in this notice.

The Board of Directors has appointed M/s. Kirti Sharma & Associates, Practicing Company Secretary (Membership No. A41645/ COP No. 26705) as the Scrutinizer for conducting the postal ballot, through the e-voting process, in a fair and transparent manner and they have communicated their willingness for appointment and will be available for the said purpose. The Scrutinizer's decision on the validity of the e-voting shall be final. The Company has engaged the services of Central Depository Services (India) Limited (**"CDSL"**) as the agency to provide e-voting facility.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman and / or Managing Director of the Company or any person authorized by him. The results of e-voting will be announced on or before 04th August, 2026 and will be displayed on the Company's website www.gttdata.ai and will also be communicated to BSE Limited at www.bseindia.com, and on the website of CDSL at <https://evoting.cdslindia.com>.

The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. 02nd, August 2026.

SPECIAL BUSINESS:

1. Increase the Authorised Share Capital of the Company and to make consequent alteration in Clause V of the Memorandum of Association.

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“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 there under (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 Rs. 70,00,00,000/- (Rupees Seventy Crores Only) divided into 7,00,00,000 (Seven Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 100,00,00,000/- (Rupees Hundred Crores Only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each, by way of creation of additional 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari-passu in all respect with the existing equity shares of the company, aggregating to 10,00,00,000 (Rupees Ten Crores Only) and that existing Clause V of the Memorandum of Association of the Company be replaced with following new Clause V:

V. The Authorised Share Capital of the Company is Rs. 100,00,00,000/- (Rupees Hundred Crores Only) divided into 10,00,00,000 (Ten Crores Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari passu in all respect with the existing Equity Shares.

RESOLVED FURTHER THAT, any Director or Company Secretary of the Company be and is hereby severally authorized to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution(s).”

2. Approval for Material Related Party Transactions with SMCV Management Services Private Limited.

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 along with the Rules made thereunder, and other applicable laws (including any amendments, modifications, variations or re-enactments thereof), read with SEBI Circular dated June 26, 2025 with respect to revised Industry Standards on “Minimum Information to be provided to the audit committee and shareholders for approval of Related Party Transactions” (“SEBI Circular on RPTs Industry Standards”) Related Party Transaction Policy of the Company and basis the recommendations / approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company for entering into and /or continuing to enter into contracts / transactions / arrangements with SMCV Management Services Private Limited a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) availing or rendering of services; b) lending or borrowings including interest thereon; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company’s business objectives / requirements (“Related Party Transactions”), aggregating upto an amount not exceeding ₹ 20 crores to be entered during FY 2026-27, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company and on such terms and conditions as may be decided by the Board of Directors (including any Committee of Directors thereof being authorized in this behalf) of the Company as deemed fit from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit and all actions taken by the Board of Directors and/or the Audit Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.

RESOLVED FURTHER THAT the Board of Directors and the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

3. Regularization of the appointment of Mr. Sai Manik Sud (DIN: 11741274) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended and Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Sai Manik Sud (DIN: 11741274), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from May 26, 2026 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from May 26, 2026 upto May 25, 2031.

RESOLVED FURTHER THAT the Mr. Pankaj Samani (DIN: 06799990), Managing Director and / or Mr. Ebrahim Nimuchwala, Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to file the necessary forms and other related documents with the Ministry of Corporate Affairs and to do all such acts, deeds and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

4. Regularization of the appointment of Dr. Charudatta Palwe (DIN: 00532670) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended and Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. Charudatta Palwe (DIN: 00532670) who was appointed as an Additional Director (in the capacity of an Independent

Director) of the Company by the Board of Directors with effect from June 9, 2026 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from June 9, 2026 upto June 8, 2031.

RESOLVED FURTHER THAT the Mr. Pankaj Samani (DIN: 06799990), Managing Director and / or Mr. Ebrahim Nimuchwala, Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to file the necessary forms and other related documents with the Ministry of Corporate Affairs and to do all such acts, deeds and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

5. Approval of the conversion of outstanding loans and/or inter-corporate deposit(s) (ICD) extended to the company by SMCV Management Services Private Limited and other promoters into equity shares:

To consider and if thought fit, to pass the following resolutions as Special Resolutions:

"RESOLVED THAT pursuant to the provisions of section 62(3) and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force) (the "Act"), the Memorandum and Articles of Association of the Company, and subject to applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other applicable laws, regulations, guidelines, notifications and circulars issued by the Government of India, the Securities and Exchange Board of India ("SEBI"), the Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI") and/or any other statutory or regulatory authority, and subject to such approvals, permissions, consents, sanctions and clearances as may be required from any statutory, regulatory or governmental authority and subject to such terms and conditions as may be imposed while granting such approvals, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall be deemed to include any Committee thereof or any person(s) authorized by the Board to exercise the powers conferred by this Resolution) to convert, in one or more tranches, the whole or part of the outstanding loans and/or Inter-Corporate Deposit(s) ("ICDs"), together with such amounts as may be permissible under applicable law, extended to the Company by SMCV Management Services Private Limited and/or other promoter(s) of the Company, into such number of equity shares of the Company, at such price and on such terms and conditions as may be determined by the Board in accordance with applicable law and subject to compliance with the

provisions of the Act, the SEBI ICDR Regulations and other applicable laws.

RESOLVED FURTHER THAT upon such conversion, the equity shares so allotted shall rank pari passu in all respects with the existing equity shares of the Company and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, including but not limited to determining the amount of ICDs to be converted, the conversion price, the number of equity shares to be allotted, the timing of such conversion and allotment, obtaining all necessary approvals, consents and permissions, filing requisite forms and returns with regulatory authorities, executing agreements, deeds, documents and writings, appointing advisors, consultants and authorized representatives, and to settle any question, difficulty or doubt that may arise in this regard, as the Board may in its absolute discretion deem fit and proper, without requiring any further approval of the Members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and alterations to the terms of the proposed conversion and allotment as may be required by any statutory, regulatory or governmental authority or as may otherwise be considered necessary or expedient by the Board in the best interests of the Company.”

By order of the Board of
GTT Data Solutions Limited
(formerly known as Cinerad Communications Limited)

Sd/-
Ebrahim Nimuchwala
Company Secretary & Compliance Officer
Membership No. A60947

Place: Pune

Date: July 02, 2026

CIN: L62099PN1986PLC249493

Regd. Off: 1143 Samani Compound, C.T.S No. 1143, North Shivaji Nagar, Timber Area

Sangli, Miraj, Maharashtra, India, 416416

Phone: +91 7719913351

Website: www.gttdata.ai

E-mail: compliance@gttdata.ai

Notes:

1. In compliance with the provisions of the Act, read with the applicable Rules, Listing Regulations and other law(s) as applicable, the e-voting facility is being provided to the members, to cast their votes electronically. The Company has availed services of Central Depository Services (India) Limited for this purpose. Shareholders are requested to read the instructions provided hereinbelow as 'Voting through electronic means'.
2. This Notice and Explanatory Statement with requisite enclosure(s), have also been made available on the website of the Company i.e. www.gttdata.ai and on the website of the e-voting agency viz. Central Depository Services (India) Limited at <https://evoting.cdslindia.com>.
3. Members whose names appear on the Register of Shareholders/List of Beneficial Owners as on Friday, 26th June, 2026 ("Cut-off date") will be entitled to cast their vote(s).
4. Voting can be exercised only by the member or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person.
5. Subject to the provisions of the Articles of Association of the Company, voting rights of a member / beneficial owner shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the cut-off date. Once the vote is cast on the resolution, it cannot be modified.
6. In accordance with the provisions of Section 106 of the Companies Act, 2013 and the Articles of Association of the Company, shareholders holding partly paid-up equity shares on which any calls or other sums presently payable have not been paid shall not be entitled to vote, either by postal ballot or through electronic voting. Accordingly, shareholders whose shares are not fully paid-up or on which call money remains unpaid as on the Cut-Off Date, shall not be eligible to vote on the resolutions contained in this notice.
7. Corporate members are requested to send a duly certified scanned copy (PDF / JPG format) of the Board resolution / Power of Attorney authorizing their representative(s) pursuant to section 113 of the Act to vote on their behalf at the postal ballot through email on compliance@gttdata.ai.
8. The voting period begins on Saturday, 04th July, 2026 at 09:00 a.m. and ends on Sunday, 02nd August, 2026 at 05:00 p.m. All dates and times mentioned herein, are as per Indian Standard Time ("IST"). The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period.
9. M/s. Kirti Sharma & Associates, Practicing Company Secretary (Membership No. A41645/ COP No. 26705) is appointed as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
10. After completion of the scrutiny of the electronic votes, the Scrutinizer will submit his report to the Chairman / Managing Director / Company Secretary or any other authorised personnel of the Company. The voting results will be announced on or before Tuesday, 04th August, 2026. The said results would be

displayed on the website of the Company (www.gttdata.ai) and simultaneously intimated to the CDSL and the BSE Limited.

11. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Sunday, 02nd August, 2026.

Instructions for voting through electronic means

1. The shareholders whose names are recorded in the Register of Shareholders or in the Register of beneficial owners maintained by the Depositories as on Friday, 26th June, 2026 ("Cut-off date") shall be considered for the issuance of notice.
2. The E-voting shall commence on Saturday, 04th July, 2026 at 09:00 a.m. IST and shall end on Sunday, 02nd August, 2026 at 05:00 p.m. IST ("E-voting Period"). The E-voting module shall be disabled by CDSL for voting thereafter. During the E-voting Period, the shareholders may cast their e-vote remotely, by using the login method as applicable to them.
3. E-voting has been enabled for all the demat account holders by way of a single login credential through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the E-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in E-voting process.
4. In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 e-mail id in their demat accounts in order to access E-voting facility.

Pursuant to aforesaid circular, login method for E-voting for individual shareholders holding securities in demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the E-voting option for eligible companies where the E-voting is in progress as per the information provided by company. On clicking the E-voting option, the user will be able to see E-voting page of the E-voting service provider for casting your vote during the E-voting period. Additionally, there is also link

	provided to access the system of E-voting Service Provider i.e. CDSL, so that the user can visit the E-voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access E-voting page by providing Demat Account Number and PAN No. from an E-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the E-voting option where the E-voting is in progress and also able to directly access the system of the respective E-voting Service Provider, i.e. CDSL.
Individual Shareholders holding securities in demat mode with NSDL	1) 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 company name – Cinerad Communications Limited or E-voting service provider name - CDSL and you will be re-directed to E-voting service provider website for casting your vote during the E-voting period. 2) 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 3) 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 hold 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 company name – Cinerad Communications Limited or E-voting service provider name - CDSL and you will be redirected to CDSL's website for casting your vote during the E-voting period.
Individual	You can also login using the login credentials of your demat account

Shareholders (holding securities in demat mode) login through their Depository Participants	through your Depository Participant registered with NSDL/CDSL for E-voting facility. After Successful 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 company name – Cinerad Communications Limited or E-voting service provider name - CDSL, and you will be redirected to CDSL website for casting your vote during the E-voting period.
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Important note: Shareholders 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. CDSL and NSDL.

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at toll free no.: 1800 22 55 33.
Individual Shareholders holding securities in demat mode with NSDL	Shareholders 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 and 022-2499 7000

i. Login method for E-voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- The shareholders should log on to the E-voting website www.evotingindia.com.
- Click on “Shareholders” module.
- Now enter your User ID:
 - a) For CDSL: 16 digit beneficiary ID
 - b) For NSDL: 8 Character DP ID followed by 8 Digit Client ID
 - c) Shareholders holding shares in Physical form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier E-voting of any company, then your existing password is to be used.
- If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- If you are a first time user follow the steps given below:

	For Physical shareholders and shareholders other than individual holding shares in Demat.
Option 1 - PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number/ E-voting code sent by Company/ RTA or contact Company/RTA.
Option 2 - Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in DD/MM/YYYY format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the shareholder/ member id/ folio number in the Dividend Bank details field as mentioned in instruction.

- ii. After entering these details appropriately, click on “SUBMIT” tab.
- iii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for E-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- iv. For shareholders holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.
- v. Click on the EVSN for the relevant on which you choose to vote
- vi. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- vii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- viii. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- ix. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- x. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xi. **Additional Facility for Non – Individual Shareholders and Custodians –For E-voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc., to the Scrutinizer and to the Company at the e-mail address viz; cinerad@gttsolutions.in, if they have voted from individual tab & not uploaded same in the CDSL E-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

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

Item no. 1: Increase the Authorised Share Capital of the Company and to make consequent alteration in Clause V of the Memorandum of Association.

In order to meet the requirement of increasing the base capital structure of the Company in the future and to enable the Company to issue further shares, it is proposed to increase the authorized share capital of the Company from the present Rs. 70,00,00,000/- (Rupees Seventy Crores only) consisting of 7,00,00,000 (Seven Crores) Equity Shares of Rs. 10/- each to Rs. 100,00,00,000/- (Rupees Hundred Crores only) consisting of 10,00,00,000 (Ten Crores) Equity Shares of Rs. 10/- each, by way of creation of an additional 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each, ranking pari passu in all respect with existing equity shares of the Company, aggregating to 10,00,00,000/- (Ten Crores).

As a consequence of increase of authorized share capital of the Company, the existing authorized share capital clause (Clause V) in the Memorandum of Association of the Company is required to be altered accordingly. The proposed increase in authorized share capital requires the approval of members of the Company 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 shall be available for inspection by the Members at the Meeting.

The Board of Directors recommends the resolution set out at Item no. 1 regarding increase in authorised share capital of the Company and consequent alteration in clause V of the memorandum.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Ordinary Resolution.

Item no. 2: Approval for Material Related Party Transactions with SMCV Management Services Private Limited.

Pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules") and with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Pursuant to the amended Regulation 23 of the SEBI Listing Regulation, effective from November 15, 2025, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), Up to Rs. 20,000 Crores (Rupees Twenty Thousand Crores) the threshold is 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower, and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution.

Based on current applicable threshold for determining the related party transactions that require prior Shareholders approval and to facilitate seamless contracting and rendering/availing of product and services between the Company and “related parties”, the Company seeks the approval of the shareholders to approve entering into contracts/arrangements within the thresholds and conditions mentioned in the resolution.

All the contracts/arrangements and the transactions with “related parties” are reviewed and approved by the Audit Committee.

The shareholders’ approval sought for the material related party transactions entered as given in Item No. 2 shall be valid for the Financial year 2026-27.

The Audit Committee and Board have approved and recommended the aforesaid transactions on the basis of relevant details provided by the management, as required by the law, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms’ length basis and in the ordinary course of business of the Company.

Moreover, the estimated value of the transaction(s) with Related party(s) relating to selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any service(s), borrowings/lending of loans and advances, to give premises on rent, to give donation, to give inter corporate deposits, transfer of any resources, services or obligations on such term(s) and condition(s) as the Board of Directors may deem fit or appointment of such related party to any office or place of profit in the Company for an amount during the financial year 2026-27 are likely to exceed the threshold prescribed under Section 188 of The Companies Act, 2013, read with the rules made there and under Regulation 2 (zc) & 23 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Indian Accounting Standard (IND AS) 24 and will be considered material and therefore would require the approval of shareholders of the Company by an Ordinary Resolution.

The definition of related party is in pursuance with section 2(76), 2(77) of the Companies Act, 2013 read with rules made thereunder and Regulation 2(zb), 2 (zd) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The said transaction(s)/ contract(s)/ arrangement(s) have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Shareholders.

None of the Directors or Key Managerial Personnel except Mr. Pankaj Ramesh Samani, Promoter and Managing Director and his relatives; Mr. Kaushal Uttam Shah, Promoter and Non-Executive Non-Independent Director and his relatives; Mr. Gopal Gangadharrao Patwardhan, Chief Executive Officer are deemed to be concerned or interested in their respective resolutions set out at Items no. 2 of this Notice to the extent of their shareholding in the Company, if any.

As per the SEBI Listing Regulations, all related parties of the Company, whether a party to the proposed transaction(s) or not, shall abstain from voting on the said resolution. Further, in accordance with the Section 188 of the Companies Act, 2013, no members of the company shall vote on such resolutions, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.

The consent of the shareholders is sought for passing an Ordinary Resolution as set out at Item No. 2 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said resolution for the approval of the shareholders of the Company as an Ordinary Resolution.

Information required to be disclosed in the Explanatory Statement for Item No. 2 pursuant to SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024, are given hereunder:

Table A of the Industry Standards on RPT

These disclosures are applicable for all the Related Party Transactions to be entered into by the Company:

A(1): Basic details of the related party:

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	SMCV Management Services Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	To carry on the business in India or elsewhere to offer training, consultancy, advisory and all related services in all areas of information technology, fintech and Healthcare including but not limited to computer hardware and software, data communication, telecommunications, manufacturing and process control and automation, artificial intelligence, natural language processing and to undertake research and development, health care, diagnostic, health aids, and research centers and provide, encourage and to render all such services as are required by the customers in relation to the above activities and also in the interpretation, application and use of processed data.

A(2): Relationship and ownership of the related party:

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary ¹ (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: - Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. - Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Body Corporate in which UGPatwardhan Services Private Limited, Promoter of the Company holds more than 20% of equity share capital. N.A. Not Applicable.

	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control². While calculating indirect shareholding, shareholding held by relatives³ shall also be considered.	Not Applicable.

A(3): Details of previous transactions with the related party:

S. No.	Particulars of the information	Information provided by the management		
		S. No.	Nature of Transactions	FY 2025 - 2026 (INR)
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.			
		1	Inter Company Deposit (Loan taken from SMCV Management)	8,90,00,000
		2	Interest Payable on Inter Company Deposit (Loan taken from SMCV Management)	21,945
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	8,90,21,945		
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No		

A(4): Amount of the proposed transaction:

S. No.	Particulars of the Information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	20 Crores
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes

3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	15.00%	
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA	
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	More than 100% as the related party's turnover is nil	
6.	Financial performance of the related party for the immediately preceding financial year: <u>Explanations:</u> The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	Particulars	FY 2025– 2026 (INR)
		Turnover	Nil
		Profit After Tax	(7,50,549.74)
		Net worth	1,42,49,450.26

A(5): Basic details of the proposed transaction:

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	a) availing or rendering of services; b) lending or borrowings including interest thereon; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business objectives / requirements.
2.	Details of each type of the proposed transaction	a) availing or rendering of services; b) lending or borrowings including interest thereon; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business objectives / requirements.
3.	Tenure of the proposed transaction (tenure in number of	FY 2026-27

	years or months to be specified)	
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	20 Crores
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Company works closely with its related parties (including its promoter and associates) to achieve its business objectives.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <u>Explanation:</u> Indirect interest shall mean interest held through any person over which an individual has control.	
	a. Name of the director / KMP	Mr. Pankaj Samani, Managing Director of a Company is also a Director of a Related Party. UGPatwardhan Services Pvt. Ltd. promoter of the Company is also a Promoter of the Related Party.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Pankaj Samani through Agri One India Ventures LLP – 19.5% UGPatwardhan Services Private Limited holds 25.5% and Mr. Kaushal Shah holds – 19.5%
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Part B of the Industry Standards on RPT

Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A

B(1)

Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances:

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	Not Applicable
2.	Basis of determination of price.	All transactions shall be in the ordinary course of business and on an arm's length basis
3.	In case of Trade advance (<i>of up to 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

B(2)

Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary:

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction. <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/ insurance companies/ housing finance companies.</i>	The financial assistance is provided/ would be provided from the Internal accruals / proceeds from capital expansion through permissible issues / loan from directors / companies in accordance with the provisions of Companies Act, 2013 and rules made thereunder.
2.	Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following: <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/ insurance companies/ housing finance companies.</i>	No
	a. Nature of indebtedness	Loan from directors / companies in

		accordance with the provisions of Companies Act, 2013 and rules made thereunder.
	b. Total cost of borrowing	As may be mutually agreed.
	c. Tenure	As may be mutually agreed.
	d. Other Details	As may be mutually agreed.
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. <i>Note:</i> <i>(1) This item of disclosure is not applicable to listed banks/ NBFCs/ insurance companies/ housing finance companies.</i> <i>(2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.</i>	Unsecured working capital loan/Term Loan for the tenure as mutually agreed between the parties.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Interest rate will be in line with prevailing bank lending rates.
5.	Maturity / due date	As may be mutually agreed.
6.	Repayment schedule & terms	As may be mutually agreed.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party.

B(5) Disclosure *only* in case of transactions relating to borrowings by the listed entity or its subsidiary:

S. No.	Particulars of the information	Information provided by the management
1.	Material covenants of the proposed transaction	Unsecured working capital loan/Term Loan for the tenure as mutually agreed between the parties.
2.	Interest rate (<i>in terms of numerical value or base rate and applicable spread</i>)	Interest rate will be in line with prevailing bank lending rates.
3.	Cost of borrowing <i>Note: This shall include all costs associated with the borrowing.</i>	As may be mutually agreed.

4.	Maturity / due date	As may be mutually agreed.
5.	Repayment schedule & terms	As may be mutually agreed.
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	Not Applicable
8.	The purpose for which the funds will be utilized by the listed entity/ subsidiary	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party.

Item No. 3:

The Board of Directors of the Company, with the objective of bring in wider scope of experience and expertise and to strengthen the independence of the Board and its committees, has appointed Mr. Sai Manik Sud (DIN: 11741274) as an Independent Directors of the Company w.e.f. May 26, 2026 subject to the approval of the shareholders. Pursuant to the provisions of Sections 149, 150, 152, 161(1) of the Companies Act, 2013 ("the Act") read with Schedule IV thereto and Articles of Association of the Company, the Board of Directors ("the Board") of the Company vide its resolution dated May 26, 2026 subject to the approval of shareholders, appointed Mr. Sai Manik Sud as Independent Director of the Company, with effect from May 26, 2026 for a term of 5 (five) consecutive years i.e. from May 26, 2026 upto May 25, 2031.

Mr. Sai Manik Sud possesses requisite skills, experience, knowledge and capabilities required for the role of an Independent Director of the Company.

Considering the experience and professional competence, his appointment on the Board is in the overall interest of the Company. His expertise in the above-mentioned areas, understanding of different business environment and experience of working with large corporates will be of great value for the Company. His candidature is in conformity with the requirements of the Act and the SEBI Listing Regulations. Further, in the opinion of the Board, Mr. Sai Manik Sud fulfils the conditions specified in the Act & the Rules thereunder and the SEBI Listing Regulations for appointment as an Independent Director, and he is independent of the management of the Company.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards 2 - General Meeting is provided at Annexure I of this Notice.

Mr. Sai Manik Sud is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent for appointment as an Independent Director for a term of five consecutive years. The Company has, in terms of Section 160(1) of the Act, received notice in writing, proposing her candidature for appointment as an Independent Director. The Company has also received a declaration from Independent Director confirming that he meet the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr. Sai Manik Sud has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably expected/anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Mr. Sai Manik Sud is

also registered with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs. Further, Mr. Sai Manik Sud is not debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority.

Copy of the draft letter of appointment of Mr. Sai Manik Sud as an Independent Directors setting out the terms and conditions is available for inspection and may be provided to the members on the request made to the Company.

The Board of Directors recommends the resolution set out at item no. 3 regarding appointment of Mr. Sai Manik Sud as an Independent Director of the Company for consideration and approval of the Members of the Company by way of Special Resolution.

Except Mr. Sai Manik Sud, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in passing this resolution.

Item No. 4:

The Board of Directors of the Company, with the objective of bring in wider scope of experience and expertise and to strengthen the independence of the Board and its committees, has appointed Dr. Charudatta Palwe (DIN: 00532670) as an Independent Directors of the Company w.e.f. June 9, 2026 subject to the approval of the shareholders. Pursuant to the provisions of Sections 149, 150, 152, 161(1) of the Companies Act, 2013 ("the Act") read with Schedule IV thereto and Articles of Association of the Company, the Board of Directors ("the Board") of the Company vide its resolution dated 9th June, 2026 subject to the approval of shareholders, appointed Dr. Charudatta Palwe as Independent Director of the Company, with effect from June 9, 2026 for a term of 5 (five) consecutive years i.e. 09th June, 2026 Upto 08th June, 2031.

Dr. Charudatta Palwe possesses requisite skills, experience, knowledge and capabilities required for the role of an Independent Director of the Company.

Considering the experience and professional competence, his appointment on the Board is in the overall interest of the Company. His expertise in the above-mentioned areas, understanding of different business environment and experience of working with large corporates will be of great value for the Company. His candidature is in conformity with the requirements of the Act and the SEBI Listing Regulations. Further, in the opinion of the Board, Mr. Sai Manik Sud fulfils the conditions specified in the Act & the Rules thereunder and the SEBI Listing Regulations for appointment as an Independent Director, and she is independent of the management of the Company.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards 2 - General Meeting is provided at Annexure I of this Notice.

Dr. Charudatta Palwe is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent for appointment as an Independent Director for a term of five consecutive years. The Company has, in terms of Section 160(1) of the Act, received notice in writing, proposing her candidature for appointment as an Independent Director. The Company has also received a declaration from Independent

Director confirming that he meet the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. Dr. Charudatta Palwe has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably expected/anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Dr. Charudatta Palwe is also registered with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs. Further, Dr. Charudatta Palwe is not debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority.

Copy of the draft letter of appointment of Dr. Charudatta Palwe as an Independent Director setting out the terms and conditions is available for inspection and may be provided to the members on the request made to the Company.

The Board of Directors recommends the resolution set out at item no. 4 regarding appointment of Dr. Charudatta Palwe as an Independent Director of the Company for consideration and approval of the Members of the Company by way of Special Resolution.

Except Dr. Charudatta Palwe, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in passing this resolution.

Item No. 5:

The Company has, from time to time, availed financial assistance in the form of Inter-Corporate Deposits ("ICDs") from SMCV Management Services Private Limited and loans from certain promoter(s) of the Company for meeting its working capital requirements, business expansion plans and other corporate funding requirements.

In order to strengthen the capital base of the Company, improve its debt-equity mix, reduce leverage and support its long-term growth strategy, the Board of Directors of the Company, at its meeting held on 26th May, 2026 approved, subject to the approval of the Members and other applicable statutory and regulatory approvals, the conversion of all or a part of the outstanding ICDs and/or loans extended by SMCV Management Services Private Limited and/or other promoter(s) into equity shares of the Company, on such terms and conditions and at such price as may be determined in accordance with the applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and other applicable laws.

The proposed conversion of ICDs and/or loans into equity shares would result in the capitalization of a portion of the Company's outstanding liabilities towards the promoters and is expected to enhance the Company's net worth, improve its financial position and provide greater operational flexibility.

Pursuant to Section 62(3) and other applicable provisions of the Companies Act, 2013, where a loan or other debt is convertible into shares in terms approved by the Members through a special resolution, such conversion may be effected in accordance with the terms so approved. Accordingly, the approval of the Members is being sought by way of a Special Resolution to authorize the Board to convert, in one or more

tranches, the whole or any part of the outstanding ICDs and/or loans of SMCV Management Services Private Limited and/or other promoter(s) into equity shares of the Company, subject to compliance with applicable laws and receipt of requisite approvals, if any.

The Board is of the opinion that the proposed resolution is in the best interests of the Company and its shareholders and accordingly recommends the Special Resolution set out in Item No. 5 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel except Mr. Pankaj Ramesh Samani, Promoter and Managing Director and his relatives; Mr. Kaushal Uttam Shah, Promoter and Non-Executive Non-Independent Director and his relatives; Mr. Gopal Gangadharrao Patwardhan, Chief Executive Officer are deemed to be concerned or interested in their respective resolutions set out at Items no. 2 of this Notice to the extent of their shareholding in the Company, if any.

Annexure I

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards 2 - General Meetings are provided hereunder:

Name	Mr. Sai Manik Sud	Dr. Charudatta Prabhakar Palwe
DIN	11741274	00532670
Category	Non-Executive Independent Director	Non-Executive Independent Director
Date of Birth	15/10/1998	02/10/1974
Age	27 Years	51 Years
Qualifications	A graduate of National Law University, Delhi and the University of Leeds, Sai also holds an LPC qualification, paving the way for dual qualification as a solicitor-advocate.	Dr. Charudatta Prabhakar Palwe is a medical doctor and a bio medical engineer.
Experience / Nature of Expertise in specific functional areas	His professional journey spans cross-border legal environments, including a tenure as a Paralegal at Kensingtons, London, where he worked on commercial disputes. He also gained practical exposure at 3 Temple Gardens, contributing to high-value litigation, which reinforced his focus on oral advocacy.	Dr. Charudatta Prabhakar Palwe is a medical doctor and a bio medical engineer with a global worldview and having a keen eye focusing on technology, marketing, industry, startups, community welfare and rural healthcare in India.

	Sai Manik brings a strong cross-border perspective to his practice, backed by a growing network of legal professionals in the UK and tie-ups with law firms in London. This international collaboration enables him to assist clients in navigating multi-jurisdictional legal issues and deliver seamless legal	
Date of first appointment on the Board	26 th May, 2026	9 th June, 2026
Shareholding in the Company	Nil	Nil
Relationship with other directors and other Key Managerial Personnel	Not Applicable	Not Applicable
Number of Board Meetings attended during FY 2025-26	Not Applicable	Not Applicable
Names of listed entities in which the person holds directorship (excluding the director position holds in this Company)	Not Applicable	Not Applicable
Names of listed entities from which the person has resigned in the past three years	Not Applicable	Not Applicable
Directorships held in other companies	Not Applicable	1. Aryaman Spaces Private Limited. 2. Supra Out of Home Publicity Private Limited 3. Vendekin Technologies Private Limited 4. Cannaturals Private Limited 5. C7 Leaf Private Limited
Membership / Chairmanship of Committees of the Board	Not Applicable	Not Applicable
Terms and conditions of appointment	Independent Director for the period of 5 (five) years w.e.f. May 26, 2026 upto May 25, 2031.	Independent Director for the period of 5 (five) years w.e.f. 09 th June, 2026 Upto 08 th June, 2031.
Remuneration last drawn	Not Applicable	Not Applicable
Brief Profile / resume of Director	Sai Manik Sud is a dual-qualified legal professional with a robust foundation in both Indian and international	Dr. Charudatta Prabhakar Palwe is a medical doctor and a bio medical engineer with a global worldview and having a keen

	legal systems. A graduate of National Law University, Delhi and the University of Leeds, Sai also holds an LPC qualification, paving the way for dual qualification as a solicitor-advocate. His professional journey spans cross-border legal environments, including a tenure as a Paralegal at Kensingtons, London, where he worked on commercial disputes. He also gained practical exposure at 3 Temple Gardens, contributing to high-value litigation, which reinforced his focus on oral advocacy. Sai Manik brings a strong cross-border perspective to his practice, backed by a growing network of legal professionals in the UK and tie-ups with law firms in London. This international collaboration enables him to assist clients in navigating multi-jurisdictional legal issues and deliver seamless legal solutions across borders. He has also served as a Researcher in the Supreme Court of India where he worked on high stakes matters, gaining rare insights into the workings of the Supreme Court of India. Sai Manik was an associate with the Special Counsel for the Enforcement Directorate, where he actively contributed to complex litigation and has sharpened his courtroom advocacy skills.	eye focusing on technology, marketing, industry, startups, community welfare and rural healthcare in India. Accomplished medical professional and Director with expertise in healthcare administration, business development, strategic planning, and operational management. Experienced in budget control, recruitment and hiring, employee supervision, and organizational leadership. Proven ability to develop and implement business strategies, establish performance goals, and oversee administrative functions while maintaining high standards of patient care and service excellence.
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	At the intersection of global networks and courtroom craft, Sai Manik delivers sharp, cross-jurisdictional legal solutions tailored to the modern client.	
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