**To,** **Date: 29.08.2026**
**BSE Limited**
**Listing & Compliance Department**
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai, 400001,
Maharashtra, India

**Company Symbol : PANHR**
**Company Scrip Code : 544698**
**Company ISIN : INE1N9E01015**

**Subject: Submission of Notice of 11th Annual General Meeting for the Financial Year 2025-26**

Dear Sir / Madam,

Pursuant to Regulation 30 and Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**,** we are submitting herewith the Notice of the 11th Annual General Meeting ("AGM") of the Company along with the Annual Report for the Financial Year 2025-26**.**

The 11th Annual General Meeting of the Company will be held on **Friday, 25th September 2026 at 12:30 P.M**. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**,** the Company is pleased to provide its Members with the facility to cast their votes electronically on the resolutions as set out in the AGM Notice through the remote e-voting facility provided by Central Depository Services (India) Limited ("CDSL")**.**

The voting rights of the Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the **cut-off date i.e. Friday, 18th September 2026**.

The remote e-voting period shall commence on **Tuesday, 22nd September 2026 at 09:00 A.M. (IST)** and shall end on **Thursday, 24th September 2026 at 05:00 P.M. (IST)**. The remote e-voting module shall be disabled by CDSL thereafter.

In addition, the facility for voting through the electronic voting system shall also be made available during the AGM. Members participating in the AGM through VC/OAVM, who have not cast their votes through remote e-voting, shall be eligible to exercise their voting rights during the AGM.

The **Annual Report for the Financial Year 2025-26 containing the Notice of the 11th AGM** is also available on the website of the Company at www.panhr.in .

This is for your information and records.

Thanking you,

Yours Faithfully,

**For PAN HR SOLUTION LIMITED**
**(Formerly Known as PAN HR Solution Private Limited)**

RAJEEV KUMAR
Digitally signed by RAJEEV KUMAR
Date: 2026.08.29 12:39:49 +05'30'

**Rajeev Kumar**
**Chairman and Managing Director**
**DIN: 07368623**

**Place: Noida**

## NOTICE OF AGM

Notice is hereby given that the 11th Annual General Meeting of the members of PAN HR SOLUTION LIMITED (FORMERLY KNOWN AS "PAN HR SOLUTION PRIVATE LIMITED") will be held on Friday, September 25, 2026 at 12.30 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") for which purpose, the Registered Office of the Company Situated at A - 42/03 SECOND FLOOR, SECTOR -62 GBNAGAR, NOIDA, GAUTAM BUDDHA NAGAR, UTTAR PRADESH, INDIA, 201301, shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following businesses:

**ORDINARY BUSINESS**

1. **To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2026 together with the reports of the Board of Directors and the Auditors thereon.**

2. **To appoint a Director in place of Mr. Rajeev Kumar (DIN:** 07368623 **), Chairman and Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.**

**SPECIAL BUSINESSES**

3. **Regularization of Mrs. Sheetal Sharma (holding DIN: 11734809) as an Independent Director of the Company.**

   To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution :

   **RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") [including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force], **Ms. Sheetal Sharma (DIN: 11734809)**, who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director (Non-Executive Independent Director) of the Company with effect from **May 22, 2026** pursuant to Section 161 of the Act and the Articles of Association of the Company, and who holds office up to the date of this Annual General Meeting of the Company, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing her candidature for the office of Director of the Company, being so eligible, be 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 commencing from **May 22, 2026** and ending on **May 21, 2031.**

   **RESOLVED FURTHER THAT Ms. Sheetal Sharma** shall not be liable to retire by rotation during her tenure as an Independent Director of the Company.

   **RESOLVED FURTHER THAT** the Board / Committee of Directors of the Company or such Officer(s) / Authorized Representative(s) as may be authorized by the Board be and are hereby authorized to sign and file the necessary e-forms, applications, returns and other documents with the Registrar of Companies and such other statutory or regulatory authorities as may be required, and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for giving effect to this Resolution

4. **Alteration of the Articles of Association 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 Section 14 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company by substituting the existing sub-clause (i) of Article 101(D) with the following:

   'i. The appointment of a Managing Director or Whole-time Director shall be subject to the approval of the shareholders of the Company.'

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, papers and writings as may be necessary, proper or expedient to give effect to this Resolution."

**By order of the Board of Directors**
**For PAN HR SOLUTION LIMITED**
**( Formerly Known as PAN HR SOLUTION PRIVATE LIMITED)**
**Sd/-**
**CS Sneha Bahuguna**
**Company Secretary and Compliance officer**
**Membership No.: A79973**

**Place: Noida**
**Date: August 20, 2026**
**CIN :** L74120UP2015PLC075271
Regd. Office : A-42/03, 2nd Floor, Goldmine Tower,
Sector 62, Noida, Gautam Buddha Nagar,
Uttar Pradesh, 201301, India

**NOTES:**

1. The Ministry of Corporate Affairs ("MCA"), has vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circular issued in this regard, the latest being 03/2025 dated September 22, 2025 (collectively referred to as "MCA Circulars"), allows Companies to hold Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") read with circulars issued by MCA and SEBI, the 11th AGM of the Company is being held through VC / OAVM. The deemed venue for the 11th AGM shall be the Registered Office of the Company. Further, all resolutions in the meeting shall be passed through the facility of e-Voting/ electronic system.

2. Since this AGM is being held through VC/OAVM pursuant to the Circular issued by Ministry of Corporate Affairs having Circular No. 09/2024 dated September 19, 2024 read along with above mentioned MCA Circulars and SEBI circular dated October 03, 2024, this AGM is being held through VC / OAVM, where physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

3. Corporate Members/Institutional Investors intending to send their Authorized Representatives to attend the meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer at its email fcspujamohan@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com

4. In case of joint holders attending the Annual General Meeting, only such joint holder who is higher in order of names will be entitled to vote.

5. In compliance with the aforesaid MCA Circulars and SEBI Circular dated September 19, 2024 and October 03, 2024 respectively, Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Further in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web link, including the exact path where the complete details of the Annual Report including the Notice of AGM is available, is being sent to those member(s) whose e-mail address is not registered with the Company/Registrar and Transfer Agent/ Depository Participants/ Depositories.

   Members who wish to receive a physical copy of the complete Annual Report for the financial year 2025-26 may send a request to the Company at cscompliance@panhr.in.

   Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website https://www.panhr.in/ under Investor Relations Section, websites of the Stock Exchanges i.e. BSE Limited at **www.bseindia.com** respectively, and on the website of CDSL **www.evotingindia.com**. Members who have not yet registered their e-mail address and mobile number are requested to register the same with their Depository Participants ("DP").

6. As required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings, the relevant details of Mr. Rajeev Kumar (Item No. 2) and Ms. Sheetal Sharma (Item No. 3) seeking re- appointment/ appointment are annexed to this Notice as **Annexure-I**.

7. Pursuant to Section 102 of the Companies Act, 2013, an Explanatory Statement setting out material facts concerning the Special Businesses under Item Nos. 3 and 4 of the accompanying Notice is annexed hereto.

8. The Board of Directors has appointed Ms. CS Puja Mohan, Practicing Company Secretary (Membership No. FCS 8630, COP No. 24150 and Peer Review Certificate No. 3227/2023),as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

9. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send their questions/ comments atleast 8 days advance mentioning their name, demat account number, email id and mobile number at cscompliance@panhr.in The same will be replied by the Company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

10. **Members to intimate changes in their details:**

    Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone/ mobile no., PAN, mandates, choice of nominations, power of attorney, bank details viz., name of the bank and branch details, bank account, MICR code, IFSC code, etc.

    a. **For shares held in electronic mode:** to their DPs

11. For receiving all future correspondence (including Annual Report) from the Company electronically, the Members have to register their e-mail address with their Depository Participants and the Company as well.

Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's https://www.panhr.in/ , websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of CDSL www.evotingindia.com

12. In case a person has become a member of the Company after dispatch of the AGM Notice, but on or before the cut-off date for e-voting i.e Friday, September 18, 2026, such person may obtain the User ID and Password from RTA requesting through e-mail at gogreen@maashitla.com

13. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.

14. The Company has paid dividend in the past. However, there is no amount of dividend which has remained unpaid or unclaimed for a period of seven years or more and, accordingly, no amount is due for transfer to the Investor Education and Protection Fund (IEPF) under Section 124(5) of the Companies Act, 2013. Further, pursuant to Section 124(6) of the Act read with the relevant Rules made thereunder, there are no equity shares in respect of which dividend has remained unpaid or unclaimed for seven consecutive years or more and, accordingly, no shares are due for transfer to the IEPF.

15. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders at least 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no/email ID with their respective depository participants.

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

17. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.

18. The recorded transcript of the forthcoming AGM on September 25, 2026, shall also be made available on the website of the Company https://www.panhr.in/ under Investor Relations Section, as soon as possible after the conclusion of annual general meeting .

19. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

20. The Scrutinizer shall, after the conclusion of e-Voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-Voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman or a person authorised by him in writing, who shall countersign the same and declare results (consolidated) within two working days from the conclusion of the AGM.

21. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170, the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189, and other documents referred to in the Notice shall be available electronically for inspection by Members during the AGM through VC/OAVM upon login to the CDSL e-Voting system and upto the date of the AGM. Members seeking to inspect such documents may send an email to cscompliance@panhr.in.

22. The Results declared, along with the Report of the Scrutinizer, shall be placed on the website of the Company, https://www.panhr.in/, Notice Board(s) of the Company at its Registered Office and on the website of CDSL http://www.evotingindia.com. immediately after the declaration of Result by the Chairman or a person authorised by him in writing. The Results shall also be immediately uploaded to BSE Limited .

23. SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the Company's Registrar & Transfer Agent ('Registrar' or 'RTA')/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login).

24. The notice is being sent to all members, whose names appear on the Register of Members / List of Beneficial Owners as on Friday, August 21, 2026.

**General instructions for accessing and participating in the 11th AGM through VC/OAVM and voting through remote e-voting:**

1. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs General Circular No. 03/2025 dated 22nd September, 2025 read with the requirements laid down in Para 3 and Para 4 of the General Circular No.20/2020 dated 5th May, 2020 and earlier circulars issued in this regard extending relaxation by the Ministry of Corporate Affairs ("MCA circulars") read with the earlier SEBI Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. 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 MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

6. 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. Friday, September 18, 2026 shall be entitled to avail the facility of remote e-voting . Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only

7. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday, September 18, 2026, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or venue voting system on the date of the AGM by following the procedure mentioned in this part.

8. The remote e-voting period commences on Tuesday, September 22, 2026 at 9:00 A.M .(IST).and ends on Thursday, September 24, 2026 at 5:00 p.m. (IST) During this period, Members of the Company holding shares as on the cut-off date i.e. Friday, September 18, 2026, may cast their vote electronically. The e-voting module shall thereafter be disabled by CDSL.

9. 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.

10. 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. Friday, September 18, 2026,

11. The Company has appointed Ms. CS Puja Mohan, Practicing Company Secretary (Membership No. FCS 8630, COP No. 24150 and Peer Review Certificate No. 3227/2023), to act as the Scrutiniser for scrutinising the remote e-voting process and e-voting conducted during the AGM through VC/OAVM, in a fair and transparent manner.

12. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.panhr.in . The Notice can also be accessed from the websites of the Stock Exchange viz. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) at www.evotingindia.com.

**THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.

i) The remote e-voting period commences on Tuesday, September 22, 2026 at 9: 00 A.M. (IST) and ends on Thursday, September 24, 2026 at 5:00 P.M. (IST) During this period, Members of the Company holding shares as on the cut-off date i.e. Friday, September 18, 2026, may cast their vote electronically. The e-voting module shall thereafter be disabled by CDSL.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9th December 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **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 ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

(iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMR/P/2020/242** dated December 09, 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 Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

**Pursuant to abovesaid SEBI Circular, Login method for e-voting and joining virtual meetings 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 Depository | 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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.<br>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for castingyour vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.<br>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.<br>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account.<br>After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders Holding securities in demat mode with NSDL Depository | 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.<br>Click on company name or e-Voting service provider name and you will be re- directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>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 or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting voting during the meeting<br>4) For OTP based login you can clickon https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re- directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting voting during the meeting. |
| Individual Shareholders (holding securities in Demat mode)<br>Login through their Depository Participants (DP) | You can also login using the login credentials of your demat account 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 or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

**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. CDSL and NSDL**

| Login type | Helpdesk details |
|---|---|
| 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<br>toll free no. 1800 21 09911 |
| 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 and 022 - 2499 7000 |

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders holding shares in demat mode.**

**(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form:**

1. The shareholders should log on to the e-voting website www.evotingindia.com .
2. Click on "Shareholders" module.
3. Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. 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.

6. If you are a first-time user follow the steps given below:

| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
|---|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| 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.<br>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details |

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) 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.

(viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <PAN HR SOLUTION LIMITED> on which you choose to vote.

(x) 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.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) 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.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, 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 emailed 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cscompliance@panhr.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. 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.

7. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **eight days prior to meeting** mentioning their name, demat account number/ folio number, email id, mobile number at cscompliance@panhr.in . The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **eight days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cscompliance@panhr.in . These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & 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 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Senior 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 by e-mail at helpdesk.evoting@cdslindia.com or by calling the toll-free number 1800 21 09911

**By order of the Board of Directors**
**For PAN HR SOLUTION LIMITED**
**( Formerly Known as PAN HR SOLUTION PRIVATE LIMITED)**
**Sd/-**
**CS Sneha Bahuguna**
**Company Secretary and Compliance officer**
**Membership No.: A79973**

**Place: Noida**
**Date: August 20, 2026**
**CIN :** L74120UP2015PLC075271
Regd. Office : A-42/03, 2nd Floor, Goldmine Tower,
Sector 62, Noida, Gautam Buddha Nagar,
Uttar Pradesh, 201301, India

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

**ITEM NO. 3**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on May 22, 2026, appointed Ms. Sheetal Sharma (DIN: 11734809) as an Additional Director in the capacity of a Non - Executive Independent Director of the Company with effect from May 22, 2026, subject to the approval of the Members of the Company.

Pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), the appointment of Ms. Sheetal Sharma as an Independent Director of the Company requires the approval of the Members by way of a Special Resolution.

The Company has received from Ms. Sheetal Sharma (i) consent in writing to act as a Director in Form DIR-2; (ii) intimation in Form DIR-8 to the effect that she is not disqualified from being appointed as a Director under Section 164(2) of the Act; and (iii) a declaration that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations.

The Company has also received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Ms. Sheetal Sharma for the office of Director of the Company.

Ms. Sheetal Sharma has confirmed that she is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

In the opinion of the Board of Directors, Ms. Sheetal Sharma fulfils the conditions specified under the Act and the rules made thereunder and the SEBI (LODR) Regulations for her appointment as an Independent Director and is independent of the management of the Company. The Board is also of the opinion that Ms. Sheetal Sharma possesses the requisite skills, experience, expertise and knowledge relevant to the business and operations of the Company and that her association with the Company would be beneficial to the Company.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee and considering her skills, experience, expertise and knowledge, the Board of Directors recommends the appointment of Ms. Sheetal Sharma as an Independent Director (Category: Non-Executive) of the Company, not liable to retire by rotation, for a first term of five (5) consecutive years commencing from May 22, 2026 up to May 21, 2031.

The requisite details of Ms. Sheetal Sharma pursuant to Regulation 36(3) of the SEBI (LODR) Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are provided in the Annexure -1 to the Notice.

Except Ms. Sheetal Sharma, being the appointee, and her relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 3 of the Notice for approval of the Members.

**ITEM NO. 4 ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY**

The existing sub-clause (i) of Article 101(D) of the Articles of Association of the Company contains provisions relating to the appointment of the Managing Director and Whole-time Director.

In order to align the provisions of the Articles of Association of the Company with the applicable provisions of the Companies Act, 2013 and to provide that the appointment of a Managing Director or Whole-time Director shall be subject to the approval of the shareholders of the Company, it is proposed to substitute the existing sub-clause (i) of Article 101(D) with the following:

"i. The appointment of a Managing Director or Whole-time Director shall be subject to the approval of the shareholders of the Company."

The proposed alteration is intended to ensure that the Articles of Association of the Company appropriately reflect the requirement for shareholders' approval in relation to the appointment of the Managing Director or Whole-time Director.

Pursuant to Section 14 of the Companies Act, 2013, alteration of the Articles of Association of the Company requires the approval of the Members by way of a Special Resolution.

A copy of the existing Articles of Association of the Company and the proposed altered Articles of Association is available for inspection by the Members of the Company at the Registered Office during business hours at the Registered office of the Company up to the date of the General meeting.

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

The Board of Directors recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

**By order of the Board of Directors**

**For PAN HR SOLUTION LIMITED**
**( Formerly Known as PAN HR SOLUTION PRIVATE LIMITED)**
**Sd/-**
**CS Sneha Bahuguna**
**Company Secretary and Compliance officer**
**Membership No.: A79973**

**Place: Noida**
**Date: August 20, 2026**
**CIN :** L74120UP2015PLC075271
Regd. Office : A-42/03, 2nd Floor, Goldmine Tower,
Sector 62, Noida, Gautam Buddha Nagar,
Uttar Pradesh, 201301, India

## Annexure-1

**PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 AND SECRETARIAL STANDARD - 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI), INFORMATION ABOUT THE DIRECTOR PROPOSED TO BE RE-APPOINTED /APPOINTED UNDER ITEM NO. 2 & 3 ARE FURNISHED AS BELOW**:

| | | |
|---|---|---|
| **Name of Director** | Mr. Rajeev Kumar | Mrs. Sheetal Sharma |
| **Date of Birth** | 15/10/1977 | 07/03/1997 |
| **Nationality** | Indian | Indian |
| **DIN** | 07368623 | 11734809 |
| **Date of First Appointment** | 23/12/2015 | With effect from May 22, 2026 |
| **Designation/Category** | Chairman and Managing Director | Non-Executive Independent Director |
| **Qualification** | Bachelor of Arts | LL.B. |
| **Brief Profile** | Mr. Rajeev Kumar is a first-generation entrepreneur with over two decades of experience in sales, financial services, manpower solutions, and staffing operations. He began his professional journey in 2001 and, through his entrepreneurial vision and extensive industry experience, founded Pan HR Solution Private Limited in 2015. Under his leadership, the Company has grown into a trusted manpower and staffing enterprise. His strong understanding of the human capital ecosystem, commitment to operational excellence, and strategic vision continue to play a pivotal role in driving the Company's growth and development | Ms. Sheetal Sharma is an Advocate duly registered with the Bar Council and possesses professional experience in the field of legal and corporate matters. She has adequate knowledge and understanding of business operations, legal framework, and governance practices which enables her to contribute effectively towards the functioning of the Board and Committees thereof.<br>Her professional expertise and analytical approach assist in ensuring compliance with applicable laws and maintaining high standards of corporate governance |
| **Nature of Expertise in Specific Functional Areas** | Strategic Leadership, Business Development, Human Resource Management, Manpower and Staffing Solutions, Financial Services, Sales and Marketing, Client Relationship Management, and Business Operations. | Ms. Sheetal Sharma possesses comprehensive expertise in **legal, corporate, and regulatory compliance**, with a strong background as a registered Advocate. She specializes in **corporate governance**, helping boards align business operations with statutory frameworks while managing legal risks. Her sharp **analytical approach** ensures robust internal controls, strict adherence to applicable laws, and the maintenance of high ethical standards in corporate decision-making. |
| **Skills and Capabilities required for the role and the manner in which the Directors meets such requirements** | The role requires strategic leadership, business acumen, industry expertise, operational oversight, and a strong understanding of the manpower and staffing industry. Mr. Rajeev Kumar possesses over two decades of experience in sales, financial services, business development, and manpower solutions. His extensive industry knowledge, entrepreneurial experience, and leadership capabilities enable him to effectively contribute to the Company's strategic direction, growth, and operational excellence. | Ms. Sheetal Sharma meets the role's requirements for corporate governance and risk management through her professional experience as a registered Advocate. Her deep expertise in corporate law, regulatory frameworks, and business operations provides her with the precise legal acumen and analytical oversight needed to ensure statutory compliance and effectively guide the Board's decision-making. |
| **Terms and conditions of appointment** | Mr. Rajeev Kumar (DIN: 07368623) was appointed as Chairperson of the Company with effect from June 28, 2025 and was re-designated and appointed as Managing Director of the Company for a term of 5 (Five) consecutive years commencing from June 28, 2025 and ending on June 27, 2030 (both days inclusive). He shall be liable to retire by rotation. | Ms. Sheetal Sharma, will serve for a First term of 5 (Five) consecutive years commencing from May 22, 2026 up to May 21, 2031 and not liable to retire by rotation |
| **Directorships, membership/ Chairmanship of Committees of other Company's Boards** | 1 (Talent Destination Private Limited) | None |

| | | |
|---|---|---|
| **Names of listed entities in which the person also holds directorship and the membership of Committees of the Board** | **Directorship of the Board :**<br>PAN HR SOLUTION Limited<br>**Membership of the committees of the Board:**<br>**PAN HR SOLUTION Limited**<br>1. Audit Committee.<br>2. Stakeholders Relationship Committee<br>**Chairman**<br>3. Corporate Social Responsibility Committee | **Directorship of the Board :**<br>PAN HR SOLUTION Limited<br>**Membership of the committees of the Board:**<br>**PAN HR SOLUTION Limited**<br>1. Audit Committee<br>2. Stakeholders Relationship Committee<br>3. Nomination and Remuneration Committee |
| **Listed Entities from which Directors have resigned as Director in past three years.** | None | None |
| **Number of Shares held in the Company (including shareholding as a beneficial owner)** | 2,685,700 | Nil |
| **Number of Board Meetings attended during the last financial year** | 12 | N.A |
| **Remuneration Last Drawn** | ₹15,60,000/- p.a | N.A |
| **Remuneration sought to be paid** | Up to ₹18,00,000/- per annum, as approved by the Members at the EGM held on July 15, 2025 | Sitting Fees as approved by the Board of Directors |
| **Disclosure of relationships between Directors/Key Managerial Personnel of the Company inter-se** | Mrs. Rajni Kumari, Whole-Time Director of the Company, is the wife of Mr. Rajeev Kumar | There is no inter se relationship between Mrs. Sheetal Sharma, other Members of the Board and Key Managerial Personnel of the Company. |

**# Membership includes the Membership of Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee of the Company**

**By order of the Board of Directors**
**For PAN HR SOLUTION LIMITED**
**( Formerly Known as PAN HR SOLUTION PRIVATE LIMITED)**
**Sd/-**
**CS Sneha Bahuguna**
**Company Secretary and Compliance officer**
**Membership No.: A79973**

**Place: Noida**
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