Notice

Notice is hereby given that the 38th Annual General Meeting of the members of M/s. XTGlobal Infotech Limited will be held at 10:00 AM on Tuesday, the 29th day of September 2026 through Video Conferencing ("VC")/Other Audio- Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS

1. **To receive, consider, approve and adopt the audited stand-alone and consolidated Financial Statements of the Company for the financial year ended March 31, 2026 together with the Reports of the Directors and Auditors thereon and in this regard to pass the following resolution as an Ordinary Resolution.**

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon, be and are hereby received, considered, approved and adopted."

2. **To appoint Ms. Vuppuluri Sreedevi (DIN: 02448540), who retires by rotation and being eligible offered herself for reappointment.**

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

"RESOLVED that pursuant to Section 152 of the Companies Act, 2013, Ms. Vuppuluri Sreedevi (DIN: 02448540) Whole Time Director, who retires by rotation and being eligible for re-appointment, offers herself for reappointment, be and is hereby re-appointed as a Whole Time Director of the Company liable to retire by rotation."

3. **Reappointment of Statutory Auditors**

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, M/s. C. Ramachandram & Co., Chartered Accountants (Registration No. 002864S), be and are hereby reappointed as the Statutory Auditors of the Company from the conclusion of this Meeting to hold such office for a period of five years till the conclusion of the Forty Third Annual General Meeting, at a remuneration of Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) to conduct the audit in one or more instalments plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred and as may revised time to time with the approval of Audit Committee and the Board."

SPECIAL BUSINESS

1. **Re-appointment of Ms. Vuppuluri Sreedevi (DIN:02448540) as Whole-time Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company in accordance with the provisions of Section

152, 196, 197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, Ms. Vuppuluri Sreedevi (DIN:02448540), Whole-time Director (designated as Executive Director) of the Company whose tenure of office is completed, be and is hereby re-appointed as Whole-time Director of the Company for a period of five years with effect from conclusion of this Annual General Meeting, who is liable to retire by rotation, on the payment of remuneration and other terms and conditions as set out below:

- Remuneration: Rs. 12.00 Lacs per annum
- Commission: Nil
- Other Perquisites and Benefits: Nil
- Sitting Fees: Nil

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Board, Nomination and Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid resolutions."

2. Appointment of Mr. Jitesh Raghu Mullapudi (DIN: 11878436) as a Non-Executive Non-Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and in accordance with the Articles of Association of the Company, Mr. Jitesh Raghu Mullapudi (DIN: 11878436), who has consented to act as a Director and has furnished the requisite declarations and disclosures as required under the Act and the rules made thereunder, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from the conclusion of the ensuing 38th Annual General Meeting.

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

3. Appointment of Mr. Venkata Madhusudhana Rao Paladugu (DIN: 08644451) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Act and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), including Regulation 17 and Regulation 25(2A), and subject to such other approvals as may be required, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Venkata Madhusudhana Rao Paladugu (DIN: 08644451), who has submitted a declaration confirming that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR Regulations and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of five (5) consecutive years commencing from the conclusion of the ensuing Annual General Meeting and ending upon the conclusion of the Annual General Meeting of the Company to be held in the year 2031."

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) and/or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient for giving effect to this Resolution."

4. Approval of Material Related Party Transactions for the Financial Year 2026-27

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the applicable SEBI Circulars including the Industry Standards on Minimum Information to be provided for Review of the Audit Committee and Shareholders for Approval of Related Party Transactions, the Company's Policy on Related Party Transactions and subject to such other approvals, permissions and sanctions as may be necessary, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include the Audit Committee or any Committee thereof) to enter into and/or continue to enter into one or more contract(s), arrangement(s) and/or transaction(s), whether by way of renewal, modification, continuation or otherwise, with the following Related Parties during the financial year 2026-27, on an arm's length basis and in the ordinary course of business, up to the maximum aggregate value mentioned below:

Sl. No.	Related Party	Relationship	Nature of Transaction	Maximum Value
1	XTGlobal, Inc., USA	Wholly Owned Subsidiary	Rendering/availing of software development services, IT & ITES services, consulting services, reimbursement of expenses, accounting services and other business support services	Up to ₹200 Crores
2	Network Objects, Inc., USA	Subsidiary	Rendering/availing of software development services, IT & ITES services, consulting services, reimbursement of expenses, accounting services and other business support services	Up to ₹20 Crores

3	XTGlobal, Inc., USA	Wholly Owned Subsidiary	Employee cost allocation/remuneration and other related payments under inter-company arrangements	Up to USD 10,00,000
4	Network Objects, Inc., USA	Subsidiary	Employee cost allocation/remuneration and other related payments under inter-company arrangements	Up to USD 4,00,000

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Audit Committee or any Committee thereof) be and is hereby authorised to alter, vary, modify or revise the terms and conditions of the aforesaid transactions, provided that the aggregate value of such transactions shall remain within the limits approved by the Members and such transactions continue to be in the ordinary course of business and on an arm's length basis.

RESOLVED FURTHER THAT the Board of Directors (including the Audit Committee) be and is hereby authorised to do all such acts, deeds, matters and things, execute all such documents, agreements and writings and take all such steps as may be necessary, desirable or expedient to give effect to this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any Committee of the Board, Director, Key Managerial Personnel or any officer of the Company for giving effect to this Resolution."

By Order of the Board of Directors
XTGlobal Infotech Limited

Place: Hyderabad
Date: 05th September 2026

Sd/-
Sridhar Pentela
Company Secretary
M.No. A55735

NOTES:

1. Pursuant to the General Circular No. 20/2020 dated 5 May 2020 read with the subsequent General Circulars issued by the Ministry of Corporate Affairs ("MCA"), including General Circular No. 03/2025 dated 22 September 2025, and the applicable Circulars issued by the Securities and Exchange Board of India ("SEBI"), companies are permitted to hold their Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. Accordingly, the 38th Annual General Meeting of the Company is being conducted through VC/OAVM in compliance with the provisions of the Companies Act, 2013, the Rules made thereunder, the MCA Circulars and the applicable SEBI Circulars. In accordance with Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with the Guidance/Clarification dated 15 April 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of the AGM.

2. The Company has appointed M/s KFin Technologies Limited ("KFintech"), Registrar and Transfer Agent of the Company, as the authorised agency to provide the VC/OAVM facility for conducting AGM electronically and for voting through remote e-voting or through e-voting at the AGM.

3. Pursuant to the provisions of the Act, normally, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf, who may or may not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Further as per the MCA and SEBI Circulars, the facility for appointment of proxies by the Members will not be available for the AGM. However, in pursuance of Sections 112 and 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 through VC/OAVM and cast their votes through e-Voting.

4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorizing its representative to attend the AGM on its behalf and to vote either through remote e-voting or during the AGM. The said Resolution/Authorisation should be sent electronically through their registered email address to the Scrutinizer at chveeru@gmail.com with a copy marked to evoting@kfintech.com and company's email id at company.secretary@xtglobal.com.

5. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the special business of the accompanying Notice, is given in the Annexure-1. The Board of Directors of the Company at its meeting held on 5th September 2026 , considered all the businesses mentioned in the notice of the AGM as being unavoidable and needed to be transacted at the 38th AGM of the Company.

6. The relevant details required to be given under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of directors seeking appointment/re-appointment at this AGM are given in the Annexure-2.

7. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is KFin Technologies Limited having office at Selenium Building, Tower B, Plot Number 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana - 500 032.

8. Attendance at the AGM: Member will be provided with a facility to attend the AGM through video conferencing platform provided by KFintech. Members may access the same at https://evoting.kfintech.com by clicking "e-AGM - Video Conference & Streaming "and access the Shareholder's/members' login by using the remote e-voting credentials which shall be provided as per Note No. 19 below. Kindly refer to Note No. 18 below for detailed instructions for participating in the AGM through Video Conferencing.

9. The Members can join the AGM 15 minutes before the meeting or within 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice.

10. As per the MCA Circular, facility of joining the AGM through VC/OAVM shall be available for 1,000 members on a first-come-first-served basis. However, this restriction shall not apply to 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.

11. A member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance of such member for the AGM and such member attending the meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (the Act).

12. Remote e-Voting: Pursuant to the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through Company's Registrar and Transfer Agent KFintech. Kindly refer to Note No. 19 below for detailed instruction for remote-voting.

13. Voting during the AGM: Members who are present at the AGM through VC and have not cast their vote on resolutions through remote e-voting, may cast their vote during the AGM through the e-voting system provided by KFintech in the Video Conferencing platform during the AGM. Kindly refer Note No. 20 below for instruction for e-voting during the AGM.

14. The Company has fixed September 23, 2026 as the cut-off date for identifying the Members who shall be eligible to vote through remote e-voting facility or for participation and voting in the AGM. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to vote on the resolutions through the facility of Remote e-Voting or participate and vote in the AGM.

15. The Register of Members and Transfer Book of the Company will be closed from September 23, 2026 to September 29, 2026 (both days inclusive).

16. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Integrated Report for the financial year ended March 31, 2026 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. The Notice calling the AGM and the Integrated Report has been uploaded on the website of the Company at https://xtglobal.com/. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at https://www.bseindia.com and National Stock Exchange of India Limited at

https://www.nseindia.com. The same is also available on the website of KFintech at their website address at https://evoting.kfintech.com.

17. In view of the "Green Initiatives in Corporate Governance" introduced by MCA and in terms of the provisions of the Act, Members who are holding shares of the Company are required to register their email addresses, so as to enable the Company to send all notices/reports/documents/intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same.

    i. Members holding shares in dematerialized form, who have not registered their email Id's with Depository Participant(s), are requested to register/update their email addresses with their Depository Participant(s).

    ii. Members holding shares in physical form may register their email address and mobile number with Company's Registrar and Share Transfer Agent, KFintech by sending an e-mail request at the email ID einward.ris@kfintech.com along with scanned copy of the duly signed request letter by the first holder providing the email ID, mobile number, self-attested PAN copy and copy of share certificate for registering their email address and receiving the Integrated Report, AGM Notice and the e-voting instructions.

    iii. Those members who have registered their e-mail address, mobile no., postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant in case of shares held in electronic form or by contacting KFintech, the Registrar and Share Transfer Agent of the Company, in case of shares held in physical form.

18. Instructions to the Members for attending the AGM through Video Conference.

i. For attending the AGM: Member will be provided with a facility to attend the AGM through video conferencing platform provided by KFintech. Members may login into its website link https://emeetings.kfintech.com/loginv2.aspx by using the remote e-voting credentials. After logging in, click on "Video Conference" option and the Name of the Company can be selected.

ii. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the instructions provided in remote e-voting in Note No. 19 below.

iii. Members are encouraged to join the Meeting through Desktops, Laptops, Smart phones, Tablets and iPads with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22 for better experience.

iv. Further, Members will be required to allow access to the Camera, if any, and are requested to use Internet with good speed to avoid any disturbance during the meeting.

v. Please note that participants using Mobile Devices or Tablets or Laptops or accessing the internet 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.

vi. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first-come-first-served basis. Facility of joining AGM will be closed on expiry of 15 minutes from the schedule time of the AGM.

vii. Submission of Questions/Queries prior to AGM:

a) Members desiring any additional information with regard to Accounts/Integrated Report or has any question or query are requested to write to the Company Secretary on the Company's official email-id i.e., company.secretary@xtglobal.com and marking a copy to evoting@kfintech.com mentioning their name, DP ID - Client ID/Folio number at least 2 days before the date of the AGM so as to enable the Management to keep the information ready. Please note that members' questions will be answered only if they continue to hold the shares as of cut-off date.

b) Alternatively, shareholders holding shares as on cut-off date can also post their questions by logging on to the link https://emeetings. kfintech.com/loginv2.aspx, by mentioning their name, demat account number/folio number, email ID, mobile number. The window shall be activated during the remote e-voting period and shall be closed 24 hours before the time fixed for the AGM.

viii. Speaker Registration before AGM: In addition to above, speaker registration may also be allowed during the remote e-voting period. Shareholder who wish to register as speakers are requested to visit https://emeetings.kfintech.com/loginv2.aspx and click on 'Speaker Registration' during this period. Shareholders shall be provided with a 'queue number' before the AGM. Shareholders are requested to remember the same and wait for their turn to be called by the Chairman of the meeting during the Question Answer Session. Due to limitations of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Speaker Session, hence shareholders are encouraged to send their questions etc. in advance as provided in Note No. 18 (vii) above.

ix. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013, can send an email to company.secretary@xtglobal.com.

Instructions for members for remote e-Voting

19. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Listing Regulations the Members are provided with the facility to cast their vote remotely on all resolutions set-forth in this notice through remote e-voting platform provided by Kfintech (remote e-voting). Members attending the AGM who have not already cast their vote by remote e-voting shall be able to cast their vote electronically during the meeting (e-voting) when window for e-voting is activated upon instructions of the Chairman. However, in pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

i. The remote e-voting facility will be available during the following period:

The remote e-voting period shall commence from 9:00 a.m. on Friday, 25 September 2026 and shall end at 5:00 p.m. on Monday, 28 September 2026. The remote e-voting module shall be disabled by KFin Technologies Limited thereafter.

ii. Details of Website: https://evoting.kfintech.com

iii. The voting rights of the Members holding shares in physical form or in dematerialized form, in respect of e-voting shall be reckoned in proportion to their share in the paid-up equity share capital as on the cut-off date being September 23, 2026. A person who is not a Member as on the cut-off date should treat Notice of this Meeting for information purposes only.

iv. The Company is sending through email, the AGM Notice and the Integrated Report to the shareholders whose name is recorded as on September 05, 2026 in the Register of Members or in the Register of Beneficial Owners maintained by the depositories. Any person who acquires Shares of the Company and becomes Member of the Company after September 05, 2026 being the date reckoned for sending through email, the AGM Notice & Integrated Report and who holds shares as on the cut-off date i.e. September 23, 2026 may obtain the User Id and password in the manner as mentioned below:

a) If the mobile number of the Member is registered against Folio No./DP ID and Client ID, the Member may send SMS:MYEPWD <space> 'e-voting Event Number + Folio number or DPID Client ID to +91-9212993399.

Example for NSDL:
MYEPWD<SPACE>IN12345612345678

Example for CDSL:
MYEPWD<SPACE>1402345612345678

Example for Physical:
MYEPWD<SPACE>XXXX1234567890

b) If e-mail address or mobile number of the Member is registered against Folio No./DP ID and Client ID, then on the home page of https://evoting.kfintech.com, the Member may click "Forgot Password" and enter Folio No. Or DP ID and Client ID and PAN to generate a password.

c) Member may call KFintech's Toll free number 1800-3094-001. Member may also send an e-mail request to evoting@kfintech.com.

v. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFintech upon expiry of aforesaid period.

vi. Contact details for issues relating to e-voting:
KFin Technologies Limited,
Unit: XTGlobal Infotech Limited, Selenium Building, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032.
Contact Toll Free No.: 1800-3094-001.

vii. A Member can opt only for single mode of voting i.e., through remote e-voting or voting at the AGM. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

viii. Details of Scrutinizer:
VCSR & Associates, Company Secretaries,
Address: No. 305 A&B, 3rd Floor, Pancom Business Centre, Ameerpet, Hyderabad, Telangana-500073, has been appointed as the Scrutinizers to scrutinize the e-voting process in a fair and transparent manner.

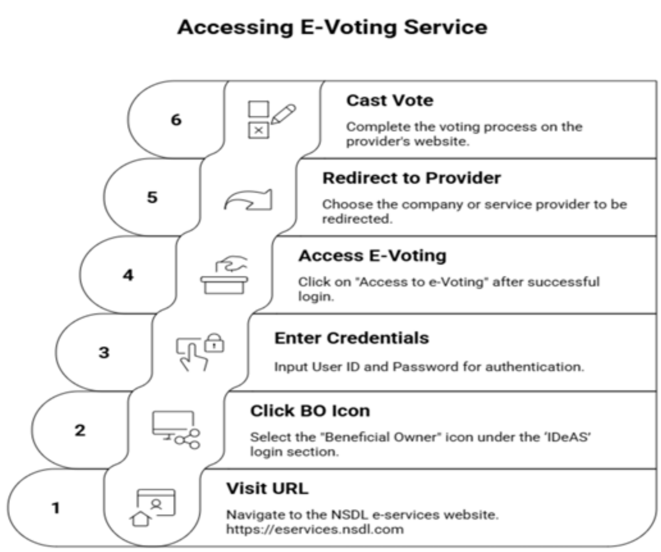
ix. The procedure and instructions for the remote e-voting facility for Individual shareholders holding securities in demat mode are provided as follows.

Type of shareholders and login method is appended below:

Individual Shareholders holding securities in demat mode with NSDL

1. User already registered for IDeAS facility:

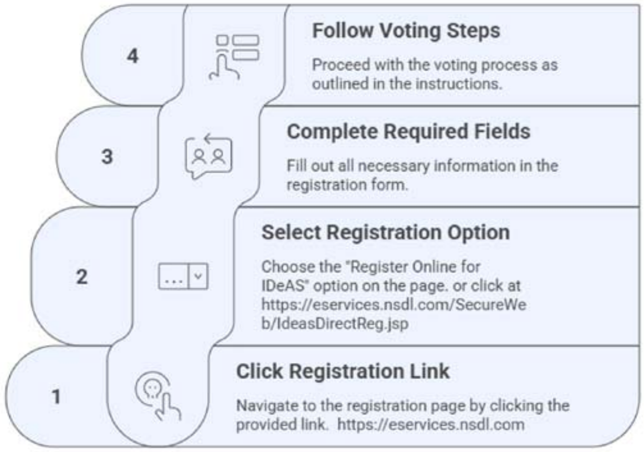
   I. Visit URL: https://eservices.nsdl.com
   II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.
   III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"
   IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.



2. User not registered for IDeAS e-Services

   I. To register click on link : https://eservices.nsdl.com
   II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
   III. Proceed with completing the required fields.
   IV. Follow steps given in points 1.

Register for IDeAS e-Services

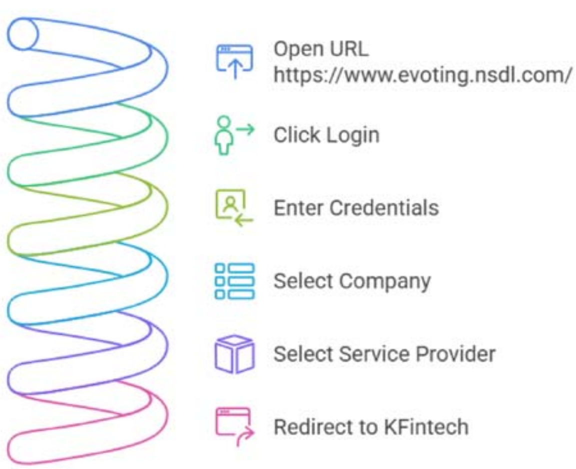


3. Alternatively, by directly accessing the e-Voting website of NSDL

   I. Open URL: https://www.evoting.nsdl.com/

   II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.

NSDL Direct e-Voting Process



NSDL Mobile App is available on

App Store   Google Play

Individual Shareholders holding securities in demat mode with CDSL

1. Existing user who have opted for Easi / Easiest

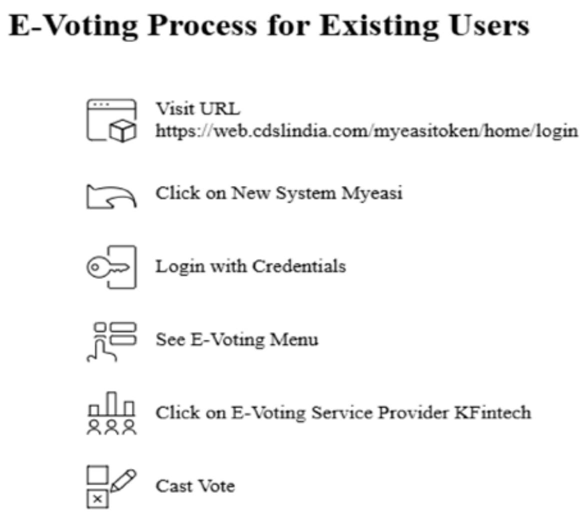
I. Visit URL: https://web.cdslindia.com/myeasitoken/home/login OR
URL: www.cdslindia.com

II. Click on New System Myeasi

III. Login with your registered user id and password.

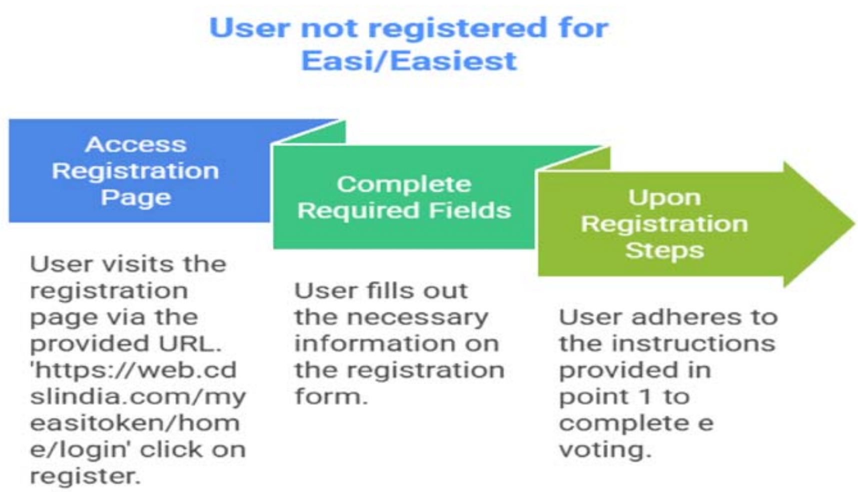
IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.

V. Click on e-Voting service provider name to cast your vote.



2. User not registered for Easi/Easiest

Option to register is available at https://web.cdslindia.com/myeasitoken/home/login OR URL: www.cdslindia.com Proceed with completing the required fields. Follow the steps given in point 1



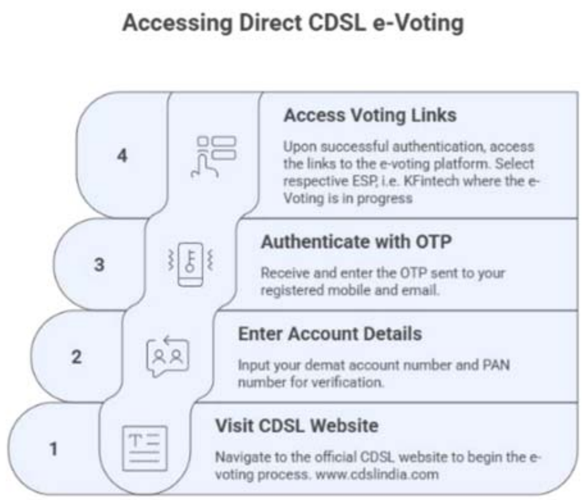
3. Alternatively, by directly accessing the e-Voting website of CDSL

Visit URL: www.cdslindia.com

Provide your demat Account Number and PAN No.

System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.

After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e-Voting is in progress.



Individual Shareholder login through their demat accounts / Website of Depository Participant

I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. Click on E voting and login.

II. Once logged-in, 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.

III. Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000 

Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

x. The procedure and instructions for remote e-voting facility for shareholders other than individual shareholders holding securities in demat mode and shareholders holding shares in physical mode are provided as follows:

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

I. Launch internet browser by typing the URL: https://evoting.kfintech.com/

II. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number.-In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.

III. After entering these details appropriately, click on “LOGIN”.

IV. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

V. You need to login again with the new credentials.

VI. On successful login, the system will prompt you to select the “EVEN” i.e., XTGlobal Infotech Limited 38th AGM” and click on “Submit”

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

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

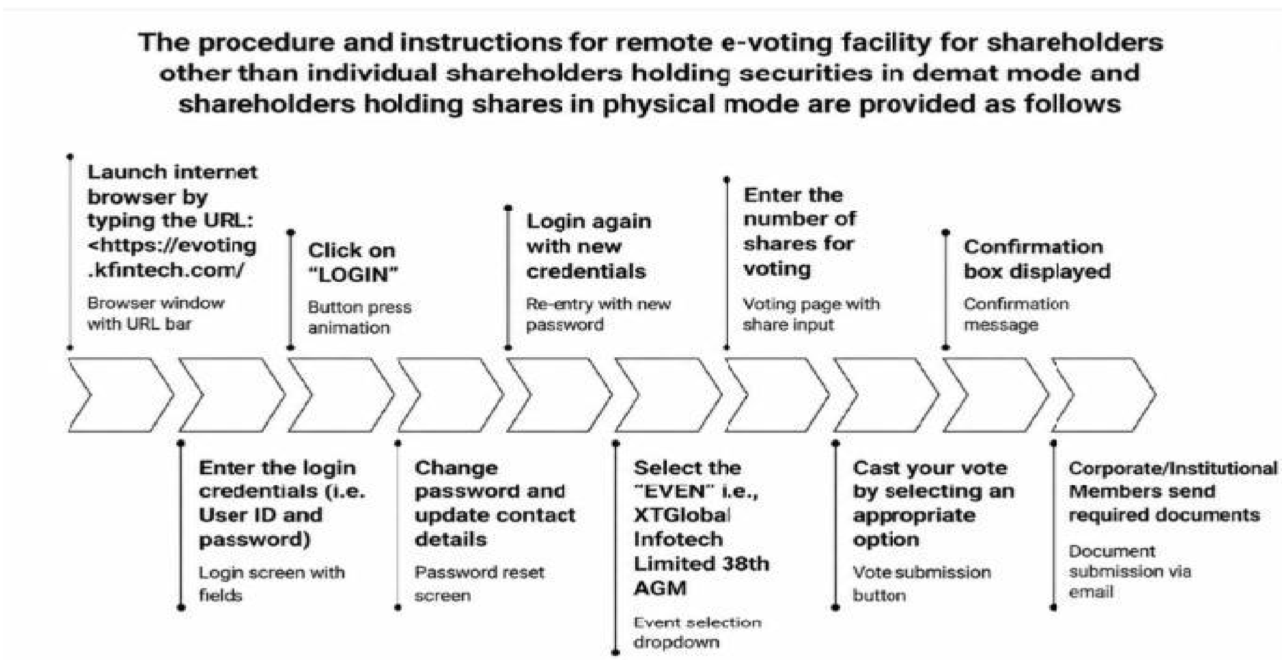
IX. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

X. You may then cast your vote by selecting an appropriate option and click on "Submit".

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

XII. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id chveeru@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:



20. Procedure for Registration of email and Mobile:

Securities in physical mode

Physical shareholders are hereby notified that based ion SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/isrforms.aspx

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or

b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	**KFIN Technologies Limited**
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

c) Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx

d) Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

(C) After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Instructions for members for Voting during the AGM session

I. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at https://emeetings.kfintech.com/ by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

II. Facility for joining AGM though VC/ OAVM shall open at least 30 minutes before the commencement of the Meeting.

III. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

IV. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members 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.

V. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id. Questions /queries received by the Company before 2 days of AGM shall only be considered and responded during the AGM.

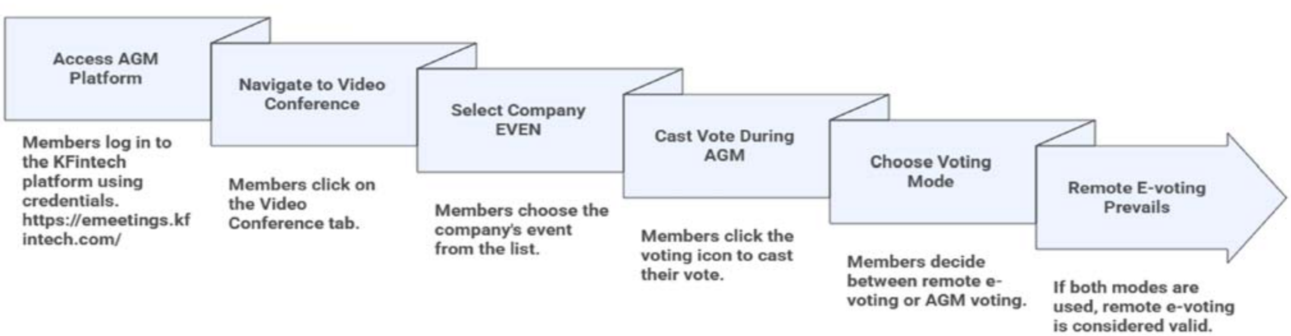
VI. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

VII. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

VIII. Facility of joining the AGM through VC / OAVM shall be available for at least 2000 members on first come first served basis.

IX. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

AGM Voting Process



OTHER INSTRUCTIONS

I. Speaker Registration: The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit https://emeetings.kfintech.com and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will opened from 09:00 A.M. IST on 23rd September 2026 to 05:00 P.M. IST on 26th September 2026. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

II. Post your Question: The Members who wish to post their questions prior to the meeting can do the same by visiting https://emeetings.kfintech.com. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will opened from 09:00 A.M. IST on 23rd September 2026 to 05:00 P.M. IST on 26th September 2026.

III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.kfintech.com (KFintech Website) or contact Mr. Anandan, at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, September 23, 2026, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com/ , the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

i. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

VI. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

GENERAL INSTRUCTIONS AND INFORMATION FOR SHAREHOLDERS

21. As per the Central Board of Direct Taxes (CBDT), it is mandatory to link PAN with Aadhaar number by June 30, 2023. Shareholders holding shares in physical mode are requested to ensure that their PAN is linked to Aadhar by June 30, 2023 or any other date as may be specified by the CBDT. The folios in which PAN is/are not valid as on the notified cut-off date of October 01, 2023 or any other date as may be specified by the CBDT, shall also be frozen by the RTA and shareholders will not be eligible to lodge grievance or avail service request from the RTA and not eligible for receipt of dividend after April 01, 2024.

    Any service request shall be entertained by Kfintech only upon registration of the PAN, KYC details and the nomination. Further, in absence of the above information on or after October 01, 2023, the folio(s) shall be frozen by RTA in compliance with the SEBI Circulars dated November 03, 2021, December 14, 2021, March 16, 2023, May 17, 2023 and November 17, 2023. If the folio(s) continue to remain frozen as on December 31, 2025, the frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

22. Members may kindly note that in accordance with SEBI Circular reference SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, the Company has registered on the newly launched SMART ODR Portal (Securities Market Approach for Resolution through Online Disputes Resolution Portal). This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution Institutions for addressing complaints. Members can access the SMART ODR Portal via the following link: https://smartodr.in/login. Members may feel free to utilize this online conciliation and/or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between Members and the Company (including RTA).

23. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred, under Section 124 of the Companies Act, 2013, to the Investor Education and Protection Fund ("IEPF"), established under Section 125 of the Companies Act, 2013. Further, pursuant to the provisions of Section 124 of the Act and IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs. The Members/claimants whose shares, unclaimed dividend etc. have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on https://www.iepf.gov.in) along with requisite fee as decided by it from time to time. The Member/claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.

24. Members who have not yet encashed the dividend warrants in respect of the dividends declared for the following years are requested to make their claims to the Company or the Company's Registrar and Share Transfer Agent.

Year	Nature of Dividend	Face value of shares	Rate of Dividend per share
2023-24	Interim	1/-	₹0.05 (5 paise)
2025-26	Interim	1/-	₹0.05 (5 paise)

25. The details of dividend lying unclaimed in respect of these years are available in the website of the Company at https://xtglobal.com. Members are requested to contact KFintech, the Registrar and Share Transfer Agents of the Company at the address mentioned in Note No. 7 to claim unclaimed/unpaid dividends. It may be noted that once the unclaimed dividend is transferred to IEPF as above, no claim shall rest with the Company in respect of such amount. It may also be noted this unclaimed dividend amount not yet transferred to IEPF.

26. Updation of Members' details:

    Pursuant to the SEBI Circular No(s). SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, Company/Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, KYC details, Nomination details, bank mandate details for payment of dividend etc.

    Members holding shares in physical form are requested to furnish the above details to the Company or KFintech, its Registrars and Share Transfer Agents. Members holding shares in electronic form are requested to furnish the details to their respective DP. 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 their PAN to their depository participants with whom they are maintaining their demat accounts.

    Members holding shares in physical form can submit their PAN details to KFintech. Members are requested to note that, in order to avoid any loss/interception in postal transit and also to get prompt credit of dividend through National Electronic Clearing Service (NECS)/Electronic Clearing Service (ECS), they should update their NECS/ECS details with the Company's Registrar and Share Transfer Agent i.e., KFintech (for the shares held in physical form) and their respective Depository Participants (for the shares held in electronic form). Members who are holding the shares in physical form are requested to execute the ISR Form-1 & ISR Form-2 to update the changes, if any, in their registered address, signature, contact details, Bank Mandate etc., and to update their PAN number, Phone number, Email address, demat account details etc., and send to the Company's Registrar and Share Transfer Agents indicating their Folio number therein at the address mentioned in Note No. 7. Members can execute the Form No. SH-13, Form ISR-3 & Form No. SH-14 in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 and SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 for registration of nomination, declaration Form for opting-out of Nomination and cancellation or variation of nomination respectively and send to the Company's Registrar and Share Transfer Agents indicating their Folio number therein at the address mentioned in Note No. 7. The requisite ISR Forms and nomination forms can be downloaded from the website of the Company at https://xtglobal.com/investors/shareholders-information/ & also from the website of its Registrar and Share Transfer Agents i.e., Kfintech at https://ris.kfintech.com/clientservices/isc/isrforms.aspx. Members holding shares in electronic form are therefore, requested to furnish their details to their respective Depository Participant ("DP") with whom they are maintaining their demat accounts for updating their PAN, KYC details, Nomination and Bank mandate details etc.

27. Non-Resident Indian Members are requested to inform the Registrar and Share Transfer Agent of the Company, immediately on the change in their residential status on return to India for Permanent settlement together with the particulars of their Bank Account maintained in India with complete Name, Branch, Account type, account number and address of the Bank with PIN code number if not furnished earlier.

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

29. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. Letter of Confirmation in lieu of consolidated share certificate will be issued to such Members after making the requisite changes for dematerializing said shares.

30. The members/investors may send their complaints/ queries, if any to the Company's Registrar and Share Transfer Agents' e-mail id: einward.ris@kfintech.com or to the Company's official e-mail id: company.secretary@xtglobal.com.

31. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition and relodged transfers of securities. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/RTAMB/ CIR/P/2020/236 dated December 02, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode.

32. To enhance ease of dealing in securities markets by investors, SEBI has decided that listed companies shall henceforth issue the securities in dematerialized form only (vide Gazette Notification No. SEBI/LADNRO/GN/2022/66 dated January 24, 2022 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023) while processing the service request mentioned in the above notification (viz., Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, renewal, exchange, endorsement, sub-division, consolidation, Transmission and Transposition etc.).

    In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. The Members who are desirous to convert their physical holdings into dematerialised form, may contact the Depository Participant of their choice for dematerialising the same. Members may also contact the Company or its Registrars and Transfer Agents, KFintech for assistance in this regard.

33. The information/documents referred to in the Notice and the Explanatory statement with regard to the accounts or any other matter to be placed at the AGM are available for inspection up to the date of AGM and members are also requested to write to the Company on or before September 25, 2026 through email to company.secretary@xtglobal.com for seeking information, If any, and the same will be replied by the Company suitably.

34. Members may note that the Integrated Report for the year 2025-26 is also available on the Company's website https://xtglobal.com/ for their download.

35. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is providing remote e-voting facility to its Members in respect of the business to be transacted at the 38th AGM and facility for those Members to participate in the AGM to cast vote through e-voting system during the AGM.

36. Only a person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting or casting vote through e-Voting system during the meeting.

37. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

38. During the 38th Annual General Meeting, after responding to the questions raised by the Members in advance and/or by the registered speakers participating through VC/OAVM, the Chairman shall formally propose to the Members participating through VC/OAVM to vote on the resolutions as set out in the Notice of the AGM and announce the commencement of voting through the e-voting facility provided for the AGM. Members participating through VC/OAVM who are eligible to vote and who have not already cast their votes through remote e-voting may cast their votes through the e-voting facility provided during the AGM. Upon completion of the voting process, the Chairman shall announce the closure of the voting facility and thereafter formally conclude the AGM.

39. The transcript of this meeting shall be made available on the website of the company.

40. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at https://xtglobal.com/ and on the website of KFintech at https://evoting.kfintech.com immediately after the declaration of Results by the Chairman or a person authorised by him. The results shall also be immediately forwarded to National Stock Exchange of India Limited, Mumbai and BSE Limited, Mumbai, where the shares of the company are listed.

41. Since the AGM will be held through VC/OAVM, the Route Map, proxy form and attendance slip are not annexed to this Notice.

By Order of the Board of Directors
XTGlobal Infotech Limited

Place: Hyderabad
Date: 05th September 2026

Sd/-
Sridhar Pentela
Company Secretary
M.No. A55735

Registered Office:
Plot NO.31P&32, 3rd Floor, Tower A, Ramky Selenium,
Financial District, Nanakramguda, Hyderabad, Telangana, India, 500032

Explanatory Statement

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

Ordinary Business:

Item No. 3; Brief Detail of Statutory Auditor seeking reappointment at the 38th AGM:

{Pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015}

Particulars	Disclosure
Name of Statutory Auditor	M/s. C Ramachandram & Co., Chartered Accountants
FRN	002864S
Proposed fees payable	Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand Only), exclusive of applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit.
Terms of appointment	Proposed to be re-appointed for a second term of five consecutive years from the conclusion of the 38th Annual General Meeting till the conclusion of the 43rd Annual General Meeting of the Company.
Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	Since this is a re-appointment of the existing Statutory Auditor, there is no material change in the proposed audit fee as compared to the previous term.
Basis of recommendation for appointment	Based on the recommendation of the Audit Committee, the Board has considered the experience, expertise, industry knowledge, audit quality, independence, peer review status and satisfactory performance of M/s. C Ramachandram & Co., Chartered Accountants during the existing tenure and recommends their re-appointment as Statutory Auditors of the Company.
Details in relation to and credentials of the statutory auditor(s)	M/s. C Ramachandram & Co., Chartered Accountants (FRN: 002864S), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI). The firm has extensive experience in conducting statutory audits of listed and unlisted companies across various sectors and possesses expertise in accounting, auditing, taxation and allied professional services.

Special Business:

Item No. 1: Re-appointment of Ms. Vuppuluri Sreedevi (DIN:02448540) as Whole-time Director of the Company

The Members of the Company at the 33rd Annual General Meeting held on 29 September 2021 approved the re-appointment of Ms. Vuppuluri Sreedevi (DIN: 02448540) as the Whole-time Director of the Company for a period of five (5) consecutive years with effect from 29 September 2021.

The present term of office of Ms. Vuppuluri Sreedevi is due to expire on ensuing AGM. Considering her rich experience, leadership, contribution to the growth of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 05th September 2026 , approved, subject to the approval of the Members, the re-appointment of Ms. Vuppuluri Sreedevi as the Whole-time Director of the Company for a further period of five (5) consecutive years commencing from the conclusion of ensuing annual general meeting, on the terms and conditions, including remuneration, as set out in the resolution.

During her tenure, Ms. Vuppuluri Sreedevi has made significant contributions towards the Company's operations, strategic initiatives and business growth. The Board is of the opinion that her continued association will be beneficial to the Company and its stakeholders.

Ms. Vuppuluri Sreedevi shall continue to be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.

Except Ms. Vuppuluri Sreedevi and her relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 01 Special Business.

The Board recommends the resolution set out at Item No. 01 Special Business, for approval of the Members.

Item No. 2: Appointment Of Mr. Jitesh Raghu Mullapudi (Din: 11878436) As A Non-Executive Non-Independent Director Of The Company

The Board of Directors of the Company, at its meeting held on September 5, 2026, recommended the appointment of Mr. Jitesh Raghu Mullapudi (DIN: 11878436) as a Director of the Company, subject to the approval of the Members at the ensuing Annual General Meeting, in accordance with the applicable provisions of the Companies Act, 2013 (“Act”).

The Board, based on the recommendation of the Nomination and Remuneration Committee, considered the qualifications, experience, expertise and suitability of Mr. Jitesh Raghu Mullapudi and is of the view that his association with the Company as a Non-Executive Non-Independent Director would be beneficial to the Company.

Mr. Jitesh Raghu Mullapudi has consented to act as a Director of the Company and has furnished the requisite declarations and disclosures confirming, inter alia, that he is not disqualified from being appointed as a Director under Section 164 of the Act and that he satisfies the applicable requirements for his appointment.

Accordingly, the Board recommends the appointment of Mr. Jitesh Raghu Mullapudi as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, for approval of the Members by way of an Ordinary Resolution.

Brief Profile

Name	Mr. Jitesh Raghu Mullapudi
DIN	11878436
Date of Birth	April 30, 1997
Nationality	American
Designation	Non-Executive Non-Independent Director

The other particulars of Mr. Jitesh Raghu Mullapudi, including his qualifications, experience, expertise in specific functional areas, directorships in other companies, committee memberships, shareholding in the Company, relationship with other Directors and Key Managerial Personnel, and remuneration proposed to be paid, are set out in the Corporate Governance/Annual Report disclosures, as applicable.

Mr. Jitesh Raghu Mullapudi (DIN: 11878436) is the son of Mr. Ramarao Atchuta Mullapudi, Managing Director of the Company. Accordingly, Mr. Jitesh Raghu Mullapudi is related to Mr. Ramarao Atchuta Mullapudi, Managing Director of the Company, within the meaning of the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

Except Mr. Jitesh Raghu Mullapudi and Mr. Ramarao Atchuta Mullapudi, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the Ordinary Resolution set out at Item No. 02 Special Business of the Notice for approval of the Members.

Item No. 3: Appointment of Mr. Venkata Madhusudhana Rao Paladugu (DIN: 08644451) as an Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 05th September 2026 approved, subject to the approval of the Members, the appointment of Mr. Venkata Madhusudhana Rao Paladugu (DIN: 08644451) as an Independent Director of the Company for a first term of five consecutive years, commencing from the conclusion of the ensuing Annual General Meeting and ending upon the conclusion of the Annual General Meeting of the Company to be held in the year 2031.

The appointment is proposed in order to strengthen and ensure an appropriate composition of the Board and to ensure continuity in the Board's oversight and compliance with the applicable provisions of the Companies Act, 2013 and the SEBI LODR Regulations.

The Company has received from Mr. Venkata Madhusudhana Rao Paladugu:

- Consent to act as a Director in Form DIR-2;
- Intimation in Form DIR-8 confirming that he is not disqualified under Section 164 of the Companies Act, 2013;
- Declaration confirming that he meets the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI LODR Regulations;
- Confirmation regarding inclusion of his name in the Independent Directors' Databank, wherever applicable; and
- Confirmation that he is not debarred from holding the office of director by virtue of any order passed by SEBI or any other statutory authority.

In the opinion of the Board, Mr. Venkata Madhusudhana Rao Paladugu is a person of integrity and possesses the requisite skills, experience, expertise and knowledge required for appointment as an Independent Director of the Company. The Board is satisfied that he fulfils the conditions specified under the Companies Act, 2013 and the SEBI LODR Regulations for appointment as an Independent Director and is independent of the management.

A brief profile of Mr. Venkata Madhusudhana Rao Paladugu and the disclosures required under the Companies Act, 2013, Secretarial Standard-2 and Regulation 36 of the SEBI LODR Regulations are provided in the Annexure forming part of this Notice.

Except Mr. Venkata Madhusudhana Rao Paladugu and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3.

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

Item No. 04: Approval of Material Related Party Transactions for the Financial Year 2026-27 (Pursuant to Section 102 of the Companies Act, 2013 and Regulation 23 of the SEBI LODR Regulations)

The Company, in the ordinary course of its business, enters into and proposes to continue various transactions with its wholly owned subsidiary, XTGlobal, Inc., USA, and its subsidiary, Network Objects, Inc., USA, primarily relating to rendering and/or availing of software development services, IT and IT-enabled services, consulting services, accounting and other business support services, reimbursement of expenses, employee cost allocation/remuneration and other related operational transactions.

These transactions are undertaken in the ordinary course of business and on an arm's length basis and are necessary for the efficient conduct of the Company's business and the business operations of its subsidiaries.

The proposed Related Party Transactions were considered and approved by the Audit Committee at its meeting held on 26 May 2026, within the limits and on the terms placed before the Committee. The Audit Committee approved transactions up to ₹200 Crores with XTGlobal, Inc., USA, up to ₹20 Crores with Network Objects, Inc., USA, up to USD 10,00,000 towards remuneration/employee cost allocation and related payments through XTGlobal, Inc., USA and up to USD 4,00,000 through Network Objects, Inc., USA.

The Board of Directors, at its meeting held on 05th September 2026, considered the aforesaid transactions and based on the recommendation of the Audit Committee, approved and recommended the same for approval of the Members, to the extent such approval is required under applicable provisions of law.

Particulars of the Proposed Transactions

Particulars	Details
Name of Related Parties	XTGlobal, Inc., USA and Network Objects, Inc., USA
Nature of Relationship	Wholly Owned Subsidiary and Subsidiary
Nature of Transactions	Rendering/availing of software development services, IT & ITES services, consulting services, accounting and other business support services, reimbursement of expenses, employee cost allocation/remuneration and other related operational transactions
Tenure	Financial Year 2026-27
Maximum Value – XTGlobal, Inc.	Up to **₹200 Crores** towards services and other operational

	transactions and up to **USD 10,00,000** towards employee cost allocation/remuneration and related payments
Maximum Value – Network Objects, Inc.	Up to **₹20 Crores** towards services and other operational transactions and up to **USD 4,00,000** towards employee cost allocation/remuneration and related payments
Pricing Mechanism	Arm's length basis
Ordinary Course of Business	Yes
Audit Committee Approval	Obtained

The Board is of the opinion that the proposed transactions are in the ordinary course of business, on an arm's length basis and in the best interests of the Company and accordingly recommends the Resolution for approval by the Members.

In accordance with Regulation 23 of the SEBI LODR Regulations, the related parties shall not vote to approve the proposed resolution, irrespective of whether the related party is a party to the particular transaction or not.

"Mr. Ramarao Atchuta Mullapudi, Managing Director of the Company and Chief Executive Officer/Director of XTGlobal, Inc., USA, and Mr. Srinivasa Raju Kosuri, Non-Executive Director of the company and Chief Executive Officer/Director of Network Objects, Inc., USA, being associated with the respective related parties, may be deemed to be concerned or interested, financially or otherwise, in the Resolution to the extent of the transactions proposed to be entered into with the respective related parties.

Except as stated above, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the Resolution."

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

Brief Profile of Directors seeking Appointment /Reappointment at the 38th Annual General Meeting:
[Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2)]

Particulars	Ms. Vuppuluri Sreedevi	Mr. Jitesh Raghu Mullapudi	Mr. Venkata Madhusudhana Rao Paladugu
Name of Director	Ms. Vuppuluri Sreedevi	Mr. Jitesh Raghu Mullapudi	Mr. Venkata Madhusudhana Rao Paladugu
DIN	02448540	11878436	08644451
Date of Birth	27-03-1976	30-04-1997	01-06-1968
Age	50 years	29 years	58 years
Nationality	Indian	American	Indian
Qualification	Commerce Graduate	Bachelor's degree in business and finance – Real Estate Track, The University of Texas at Austin	Chartered Accountant
Date of first Appointment	18-04-2018	Proposed appointment at the ensuing AGM	Proposed appointment at the ensuing AGM
Nature of Appointment	Re-appointment as WTD	Appointment as Non-Executive Non-Independent Director	Appointment as Independent Director
Terms and Conditions of Appointment / Re-appointment	Appointment as a WTD, liable to retirement by rotation	Appointment as a Non-Executive Non-Independent Director, liable to retire by rotation	Appointment as an Independent Director, not liable to retire by rotation, for a first term of five consecutive years commencing from the conclusion of the ensuing AGM and ending upon the conclusion of the AGM to be held in 2031
Expertise	Business Administration and Finance	Real Estate, Real Estate Private Equity, Investment Analysis, Property Management, Business Development and Finance	Finance, Accounting and Business Management
Brief Resume / Experience	Brings professional expertise in Business Administration and Finance, supporting effective business and financial management.	Brings expertise in Real Estate, Private Equity, Investment Analysis, Property Management, Business Development and Finance.	Mr. Venkata Madhusudhana Rao Paladugu is a Chartered Accountant with over 30 years of professional practice and experience in finance, accounting, and business management.
Directorships in Other Companies	Nil	Nil	Nil
Directorships in Other Listed Companies	Nil	Nil	Nil
Membership / Chairmanship of Committees of Other Companies	Nil	Nil	Nil
Membership / Chairmanship of Committees of XTGlobal	Member – Audit Committee and Stakeholders	Nil	Nil

	Relationship Committee		
Shareholding in XTGlobal Infotech Limited	30,000	0	0
Shareholding in Subsidiary / Associate Companies	0	0	0
Disclosure of relationships between Directors inter-se / with KMP	Not related to any Director/KMP of the Company	Son of Mr. Ramarao Atchuta Mullapudi, Managing Director of the Company	Not related to any Director/KMP of the Company
Number of Board Meetings attended during the year	05	0	0
Remuneration proposed to be paid	₹12 Lakhs per annum	0	Sitting Fees/ Any other Fees as may be approved by the Board and applicable provisions
Remuneration last drawn	₹12 Lakhs per annum	Not applicable, being newly appointed	Not applicable, being newly appointed
Date of appointment as Additional Director	Not applicable	Not applicable	Not applicable
Date of cessation as Additional Director	Not applicable	Not applicable	Not applicable
Whether debarred / disqualified from holding office of Director	No	No	No
DIN allotted	02448540	11878436	08644451

For other details such as the number of meetings the board attended during the year, remuneration drawn in respect of the above directors, please refer to the corporate governance report which is a part of this Annual Report.