Date: September 12, 2026

To
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai, MH – 400001
Scrip Code: 544898

To
Listing Department
National Stock Exchange of India Limited
C-1, G-Block, Bandra-Kurla Complex
Bandra (E), Mumbai, MH – 400051
Scrip Symbol: ESDS

Dear Sir/Madam,

Sub: Submission of Postal Ballot Notice

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Postal Ballot Notice for seeking approval of the members of the Company for the following resolutions.

Sr. No.	Particulars	Resolution(s)
1	To consider and approve the revision of remuneration payable to Mr. Piyush Prakashchandra Somani (DIN: 02357582), Managing Director of the Company;	Special
2	To consider and approve the revision of remuneration payable to Ms. Komal Piyush Somani (DIN: 08477154), Whole-time Director of the Company;	Special
3	To consider and approve appointment of Mr. Sameer Suresh Redij (DIN: 11790311) as Director of the Company, liable to retire by rotation;	Ordinary
4	To consider and approve the appointment of Mr. Sameer Suresh Redij (DIN: 11790311), as a Whole-time Director (designated as Chief Business Officer) of the Company including remuneration thereof for a period of three (3) years effective from July 13, 2026.	Special

In compliance with applicable General Circulars issued by the Ministry of Corporate Affairs, Government of India and SEBI, the Postal Ballot notice has been sent only through electronic mode to those members whose e-mail addresses were registered with the Company / Depositories and whose names were recorded in the Register of Members / Register of Beneficial Owners as on the Cut-off date i.e., Thursday, September 10, 2026.

The Company has engaged the services of MUFG Intime India Private Limited (erstwhile Link Intime India Private Limited) ("**MUFG Intime**"), to provide remote e-voting facility to enable the members to cast their votes electronically. **The remote e-voting period shall commence from Sunday, September 13, 2026, at 09:00 a.m. (IST) and shall end on Monday, October 12, 2026, at 05:00 p.m. (IST)**. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. The shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Postal Ballot notice is also available on the Company's website.

Kindly take the same on your record.
Thanking you

Yours Faithfully
For **ESDS Software Solution Limited**

PRASAD DEOCHAND DEOKAR
Digitally signed by PRASAD DEOCHAND DEOKAR
Date: 2026.09.12 23:14:20 +05'30'

(Prasad Deochand Deokar)
Company Secretary & Compliance Officer
M. No. A34350
Encl. As above

ESDS SOFTWARE SOLUTION LIMITED

CIN: U72200MH2005PLC155433
Reg. Office: Plot No. B-24 & 25, NICE Area, M.I.D.C. Satpur, Nasik 422007
Tel: 0253-7112244; Website: www.esds.co.in; e-mail: secretarial@esds.co.in

E-voting Start Date	E-voting End Date
Sunday, September 13, 2026 at 09.00 A.M IST	**Monday, October 12, 2026 at 05:00 P.M. IST**

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given that, pursuant to Sections 102, 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as "**the Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred as "**the Rules**") including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**") read with Circular No. 09/2024 dated September 19, 2024, General Circular No. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 and any other circulars in this regard, the latest being 3/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ("**MCA**") ('hereinafter collectively referred to as **MCA Circulars**', read with applicable SEBI Circulars, ESDS Software Solution Limited (the "**Company**") is issuing this Notice to seek approval of the Members for the proposed resolutions as set out herein below, by way of Postal Ballot through voting by electronic means ("**e-Voting**") only.

Sr. No.	Particulars	Resolution(s)
1	To consider and approve the revision of remuneration payable to Mr. Piyush Prakashchandra Somani (DIN: 02357582), Managing Director of the Company;	Special
2	To consider and approve the revision of remuneration payable to Ms. Komal Piyush Somani (DIN: 08477154), Whole-time Director of the Company;	Special
3	To consider and approve appointment of Mr. Sameer Suresh Redij (DIN: 11790311) as Director of the Company, liable to retire by rotation;	Ordinary
4	To consider and approve the appointment of Mr. Sameer Suresh Redij (DIN: 11790311), as a Whole-time Director (designated as Chief Business Officer) of the Company including remuneration thereof for a period of three (3) years effective from July 13, 2026.	Special

Further, in terms of Sections 108 and 110 and other applicable provisions of the Act, as amended, read with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing the facility to its members holding shares in physical or dematerialized form as on the cut-off date, being Thursday, September 10, 2026, to exercise their right to vote by electronic means on the business/(es) specified in the Notice as mentioned above. Pursuant to the MCA Circulars, you are requested to communicate your assent or dissent through the remote e-voting system only. Accordingly, the Postal Ballot Notice including the instructions for e-Voting is enclosed herewith.

The resolutions proposed to be passed by way of Postal Ballot and the Explanatory Statement pursuant to Section 102 and any other provisions as may be applicable of the Act, setting out all material facts and reasons for the proposals are annexed hereto for consideration of the Members.

The Notice will be placed on the website of the Company www.esds.co.in and the website of MUFG Intime India Private Limited (erstwhile Link Intime India Private Limited) ("**MUFG Intime**") https://instavote.linkintime.co.in The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively.

In compliance with the aforesaid MCA Circulars, the Listing Regulations and other applicable provisions of the Act and MCA Rules, as amended from time to time, and SS-2 on General Meetings, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/Depositary Participant/ the Company's Registrar and Share Transfer Agent (RTA), viz. MUFG Intime India Private Limited.

The Company has provided remote e-voting facility to its members to cast their votes electronically. The instructions for remote e-voting are appended to this Postal Ballot Notice.

The Company has appointed Mr. Sagar Kulkarni (Membership No. F11770/ C. P. No.18046) of M/s. S.V. Kulkarni & Associates, Company Secretaries, Nasik, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner in accordance with the provisions of the Act and the Rules made thereunder.

In accordance with the provisions of the MCA Circulars, the Members can vote through remote e-voting only. Hence, physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelope is not being sent to the members. The communication of the assent or dissent of the members would only take place through remote e-voting system.

The members shall exercise their right to vote on the matters included in the notice of the Postal Ballot by electronic means i.e., through e-voting services provided by MUFG Intime India Private Limited. The e-voting period commences on Sunday, September 13, 2026 at 09.00 A.M IST and ends on Monday, October 12, 2026 at 05.00 P.M IST (both days inclusive). The members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 05.00 P.M IST Monday, October 12, 2026. Remote e-voting will be deactivated by MUFG Intime India Private Limited immediately thereafter and will not be allowed beyond the said date and time.

The resolutions, if passed with requisite majority by the Members through Postal Ballot shall be deemed to be passed on the last date of the voting period i.e. on Monday, October 12, 2026, and shall be deemed to have been passed as if they have been passed at a general meeting of the Members convened in that behalf.

The Scrutinizer will submit his report to the Chairman or in his absence, any other person authorised by him, after completion of scrutiny of the votes. The results of the voting by Postal Ballot (through remote e-voting process) along with the Scrutinizer's report will be announced by the Chairman of the Company or any other person authorized by him, **on or before Wednesday, October 14, 2026**. The results of the Postal Ballot will be hosted on the Company's website: www.esds.co.in and the website of MUFG Intime India Private Limited at https://instavote.linkintime.co.in and will be displayed on the Notice Board of the Company at its Registered Office. The said results along with the Scrutinizer's Report would be intimated to BSE and NSE, where the Equity Shares of the Company are listed as per regulatory requirements.

SPECIAL BUSINESS:

1. To consider and approve the revision of remuneration payable to Mr. Piyush Prakashchandra Somani (DIN: 02357582), Managing Director of the Company and, if thought fit, to give assent or dissent to the following resolution to be passed as a **Special Resolution**:

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 ("**Act**"), read with Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the Articles of Association of the Company and recommendation of the Nomination & Remuneration Committee and Audit Committee of the Board, the approval of the Members/Shareholders of the Company be and is here by accorded to revise the remuneration payable to Mr. Piyush Prakashchandra Somani (DIN: 02357582), Chairman and Managing Director of the Company, with effect from April 01, 2026 till the remaining period of his current tenure as the Managing Director i.e. upto January 26, 2030, on the terms and conditions as set out in the Explanatory Statement annexed hereto.

   RESOLVED FURTHER THAT the remuneration payable to Mr. Piyush Prakashchandra Somani (DIN: 02357582), Chairman and Managing Director shall comprise i) a fixed annual remuneration including applicable perquisites/benefits to be payable on monthly basis; and ii) a variable remuneration to be payable on annual basis, as may be recommended by Nomination & Remuneration Committee, from time to time.

   RESOLVED FURTHER THAT where in any financial year during the tenure of Mr. Piyush Prakashchandra Somani, as Managing Director, the Company has no profits or its profit are inadequate, the remuneration including all benefits, amenities and perquisites as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration in accordance with Schedule V and other applicable provisions of the Act and in excess of the limits under Regulation 17 (6) (e) and other applicable Regulations , if any, of the Listing Regulations.

   RESOLVED FURTHER THAT upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors shall have the discretion and authority to alter, vary and modify the aforesaid terms and conditions of the said appointment of and remuneration, from time to time, in such manner as may be mutually agreed to between the Board of Directors and Mr. Piyush Prakashchandra Somani (DIN: 02357582) in accordance with the applicable provisions of the Act/ Listing Regulations or any amendment thereto.

   RESOLVED FURTHER THAT anyone Director of the Company or the Company Secretary, be and are hereby severally authorised to do all such acts, deeds, matters and things which may be required in this regard."

2. To consider and approve the revision of remuneration payable to Ms. Komal Piyush Somani (DIN: 08477154), Whole-time Director of the Company and, if thought fit, to give assent or dissent to the following resolution to be passed as a **Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 ("**Act**"), read with Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") (including any statutory modification(s) or enactment(s) thereof for the time being in in force), and pursuant to the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee of the Board, the approval of the Members/Shareholders of the Company be and is here by accorded to revise the remuneration payable to Ms. Komal Piyush Somani

(DIN: 08477154), Whole-time Director of the Company with effect from April 01, 2026 (including the period from April 01, 2026 to July 27, 2026 of the previous tenure), till the remaining period of her current tenure as the Whole-time Director of the Company i.e., upto July 27, 2031, on the terms and conditions as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the remuneration payable to Ms. Komal Piyush Somani (DIN: 08477154), Whole-time Director shall comprise i) a fixed annual remuneration including applicable perquisites/benefits to be payable on monthly basis and ii) a variable remuneration to be payable on annual basis, as may be recommended by Nomination & Remuneration Committee, from time to time.

RESOLVED FURTHER THAT where in any financial year during the tenure of Ms. Komal Piyush Somani, as a Whole-time Director, the Company has no profits or its profit are inadequate, the remuneration including all benefits, amenities and perquisites as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration in accordance with Schedule V and other applicable provisions of the Act and in excess of the limits under Regulation 17 (6) (e) and other applicable Regulations , if any, of the Listing Regulations.

RESOLVED FURTHER THAT upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors shall have the discretion and authority to alter, vary and modify the aforesaid terms and condition of the said appointment and remuneration in such manner as may be mutually agreed between the Board of Directors and Ms. Komal Piyush Somani (DIN: 08477154) in accordance with the applicable provisions of the Act / Listing Regulation or any amendment thereto.

RESOLVED FURTHER THAT anyone Director of the Company or the Company Secretary, be and are hereby severally authorised to do all such acts, deeds, matters and things which may be required in this regard".

3. To consider and approve the appointment of Mr. Sameer Suresh Redij (DIN: 11790311) as a Director of the Company, liable to retire by rotation and in this regard to consider and if thought fit, to pass the following resolution as **Ordinary Resolution**.

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "**the Act**") and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") (including any statutory modifications, amendments or re-enactments thereto for the time being in force), the relevant provision of the Articles of Association of the Company, and pursuant to the recommendation of the Nomination & Remuneration Committee, Audit Committee and approval of Board of Directors, the appointment of Mr. Sameer Suresh Redij (DIN: 11790311), Chief Business Officer of the Company, who was appointed as an Additional Director of the Company effective from July 13, 2026, pursuant to the provisions of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT anyone Director of the Company or the Company Secretary, be and are hereby severally authorised to do all such acts, deeds, matters and things which may be required in this regard".

4. To consider and approve the appointment of Mr. Sameer Suresh Redij (DIN: 11790311), as a Whole-time Director (designated as Chief Business Officer) of the Company including remuneration thereof for a period of three (3) years effective from July 13, 2026 and in this regard to consider and if thought fit, to pass the following resolution as a **Special Resolution**.

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "**the Act**") and the

Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") (including any statutory modifications, amendments or re-enactments thereto for the time being in force) the relevant provision of the Articles of Association of the Company, and pursuant to the recommendation of the Nomination & Remuneration Committee, Audit Committee and approval of Board of Directors, the appointment of Mr. Sameer Suresh Redij (DIN: 11790311), as a Whole-time Director of the Company (designated as Chief Business Office), for a period of three (3) years with effect from July 13, 2026 till July 12, 2029, on the terms and conditions including remuneration as detailed in the Explanatory Statement annexed to this Notice, be and is hereby approved.

RESOLVED FURTHER THAT the remuneration payable to Mr. Sameer Suresh Redij (DIN: 11790311), Whole-time Director shall comprise i) a fixed annual remuneration including applicable perquisites/benefits to be payable on monthly basis and ii) a variable remuneration to be payable on annual basis, as may recommended by Nomination & Remuneration Committee, from time to time.

RESOLVED FURTHER THAT where in any financial year during the tenure of Mr. Sameer Suresh Redij, as Whole-time Director, the Company has no profits or its profit are inadequate, the remuneration including all benefits, amenities and perquisites as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration in accordance with Schedule V and other applicable provisions of the Act.

RESOLVED FURTHER THAT upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors shall have the discretion and authority to alter, vary and modify the aforesaid terms and condition of the said appointment and remuneration in such manner as may be mutually agreed to between the Board of Directors and Mr. Sameer Suresh Redij (DIN: 11790311), in accordance with the applicable provisions of the Act/ Listing Regulation or any amendment thereto.

RESOLVED FURTHER THAT anyone Director of the Company or the Company Secretary, be and are hereby severally authorised to do all such acts, deeds, matters and things which may be required in this regard."

For and on behalf of the Board of Directors
of ESDS Software Solution Limited

SD/-

(Piyush Somani)
Managing Director
(DIN: 02357582**)**

Place: Nasik
Date: 12.09.2026

Registered Office:
Plot No. B-24 & 25, NICE Area,
M.I.D.C. Satpur, Nasik 422007
CIN: U72200MH2005PLC155433
Tel.: 0253-7112244
Website: www.esds.co.in
e-mail: secretarial@esds.co.in

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations are attached and forms part of the Notice.
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is September 10, 2026 **("Cut-off Date")**. A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only.
3. This Postal Ballot Notice along with the instructions regarding e-voting is being sent only by e-mail to all those Members, whose e-mail addresses are registered with the Company or with the Depositories/Depository Participants and whose names appear in the Register of Members/list of Beneficial Owners as on the Cut-off Date, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**") for holding general meetings / conducting postal ballot process through e-voting vide General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("**MCA**") and other relevant circulars in this regard ('hereinafter collectively referred to as **MCA Circulars'**) and circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03rd October, 2024 issued by Securities and Exchange Board of India ("**SEBI Circular**"). The Notice shall also be uploaded on the website of the Company viz. www.esds.co.in and on the e-voting website of MUFG Intime viz. https://instavote.linkintime.co.in/
4. All the Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories/Depository Participants) shall be entitled to vote in accordance with the process specified in the e-voting instructions. In accordance with MCA Circulars and provisions of the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (''**the SEBI Listing Regulations**'') and rules/ regulations mentioned thereto, the physical copy of Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only instead of submitting the postal ballot form.
5. SEBI vide its Circular SEBI/HO/MIRSD/POD1/P/CIR/2024/37 dated May 7, 2024 read with Circular SEBI/HO/MIRSD/ POD-1/P/CIR/2024/81 dated June 10, 2024, stated that all the listed companies shall intimate its securities holders holding in physical mode to comply with the requirements of registration/updatation of valid PAN and KYC details with them/their RTAs for the folios wherein the details are missing and are not registered. As per the Circular any request/complaint from the holder/claimant shall be entertained only after the folio is fully KYC compliant as per the Circular. The holders are also requested to update/furnish their Nomination details.
6. The necessary documents and forms for updating the aforesaid KYC details are available on RTA's website at https://in.mpms.mufg.com/ or can be obtained by writing to the RTA at investor.helpdesk@in.mpms.mufg.com or logging in to SWAYAM Portal: https://swayam.in.mpms.mufg.com/
7. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder, Regulation 44 of the SEBI Listing Regulations and in accordance with the MCA/ SEBI Circulars, the Company has engaged MUFG Intime as the agency for facilitating remote e-voting to enable the Members to cast their votes electronically ("**remote e-voting**"). In accordance with the MCA Circulars, the Members can vote only through remote e-voting.
8. E-voting shall commence on **Sunday, September 13, 2026 at 09.00 A.M IST** and ends on **Monday, October 12, 2026 at 05.00 P.M IST (both days inclusive)**. The e-voting module shall be disabled for voting thereafter.
9. The Board has appointed Mr. Sagar Kulkarni (Membership No. F11770/ C. P. No.18046) of M/s. S.V. Kulkarni & Associates, Company Secretaries, Nasik as the Scrutinizer for conducting the e-voting process in a fair and transparent manner in accordance with the provisions of the Act and the Rules made thereunder.

10. Upon completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman or to the person authorised by him after completion of the scrutiny of the e-voting. The results of the e-voting/postal ballot will be declared on or before Wednesday, October 14, 2026, at the Registered Office of the Company and displayed there and on the website of the Company, on the website of MUFG Intime, will be intimated to BSE and NSE.
11. The Postal Ballot Notice is also being uploaded on the Company's website, www.esds.co.in and MUFG Intime India Private Limited.
12. Resolution(s) passed by the members through postal ballot/e-voting shall be deemed to have been passed as if they have been passed at a general meeting of the members. The resolution(s), if approved by the requisite votes of members by means of postal ballot/e-voting, shall be deemed to have been passed on the last date of voting, i.e. **Monday, October 12, 2026**.
13. In this Notice and the statement of material facts, the term "shareholder(s)" and "member(s)" are used interchangeably.
14. Members who have not yet registered their e-mail address are requested to get their e-mail addresses temporarily registered by visiting https://web.in.mpms.mufg.com/EmailReg/Email_Register.html
    Post successful registration of email, the Member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, member may write to enotices@in.mpms.mufg.com
15. Members can also register their e-mail IDs and contact numbers with the Company by sending details to their respective depositories, CDSL and/ or NSDL or with the Registrar and Transfer Agent, viz., MUFG Intime to enable the Company to communicate to the members.
16. The information and instruction relating to remote e-voting process are as under:

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

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

- **Individual Shareholders holding securities in demat mode with NSDL**

  - **METHOD 1 - NSDL OTP based login**

    a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp
    b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
    c) Enter the OTP received on your registered email ID/ mobile number and click on login.
    d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
    e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

- **METHOD 2 - NSDL IDeAS facility**

I. Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".
b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

II. Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
c) Enter the last 4 digits of your bank account / generate 'OTP'
d) Post successful registration, user will be provided with Login ID and password.
e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

Google Play App Store

- **METHOD 3 - NSDL e-voting website**

a) Visit URL: https://www.evoting.nsdl.com
b) Click on the "Login" tab available under 'Shareholder/Member' section.
c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

➢ **Individual Shareholders holding securities in demat mode with CDSL**

- **METHOD 1 – CDSL e-voting page**

a) Visit URL: https://www.cdslindia.com
b) Go to e-voting tab.
c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

- **METHOD 2 - CDSL Easi/ Easiest facility:**

  I. Shareholders registered for Easi/ Easiest facility:

  a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com click on "Login" and select "My Easi New (Token)".
  b) Enter existing username, Password & click on "Login".
  c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

  II. Shareholders not registered for Easi/ Easiest facility:

  a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration
  b) Proceed with updating the required fields for registration.
  c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

➢ **Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website
b) After Successful login, user shall navigate through "e-voting" option.
c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- **STEP 1: LOGIN / SIGNUP on InstaVote**

  I. Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Login" under 'SHARE HOLDER' tab.
b) Enter details as under:
   1. User ID: Enter User ID
   2. Password: Enter existing Password
   3. Enter Image Verification (CAPTCHA) Code
   4. Click "Submit".
   (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

II. Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

1. User ID: Enter User ID

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No + Folio no. registered with the Company

2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
   Shareholders, holding shares in NSDL form, shall provide ‘point 4’ above.
   Shareholders, holding shares in CDSL form, shall provide ‘point 3’ or ‘point 4’ above.
   Shareholders, holding shares in physical form but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above
5. Set the password of your choice.
   (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click “Submit” (You have now registered on InstaVote).
   Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

- **STEP 2: Steps to cast vote for Resolutions through InstaVote**

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
B. Select ‘View’ icon. E-voting page will appear.
C. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
E. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in
B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
C. Fill up your entity details and submit the form.
D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
B. Click on "Investor Mapping" tab under the Menu section
C. Map the Investor with the following details:

   1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
   2) 'Investor's Name - Enter Investor's Name as updated with DP.
   3) 'Investor PAN' - Enter your 10-digit PAN.
   4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

   NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

   Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) Click on "Votes Entry" tab under the Menu section.
c) Enter the "Event No." for which you want to cast vote.
   Event No. can be viewed on the home page of InstaVote under "On-going Events".
d) Enter "16-digit Demat Account No.".
e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
   (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) After successful login, you will see "Notification for e-voting".
c) Select "View" icon for "Company's Name / Event number".
d) E-voting page will appear.
e) Download sample vote file from "Download Sample Vote File" tab.
f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

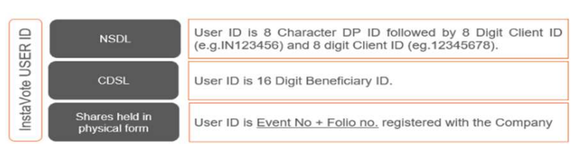
Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on **"Login"** under 'SHARE HOLDER' tab.
- Further Click on **"forgot password?"**



- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: https://instavote.linkintime.co.in

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Further Click on **“forgot password?”**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1

Revision of remuneration payable to Mr. Piyush Prakashchandra Somani (DIN: 02357582), Managing Director of the Company:

Brief Profile

Mr. Piyush Prakashchandra Somani is the Chairman-cum-Managing Director and Promoter of our Company. He holds a Bachelor's Degree in Engineering (Electronics) from the University of Pune. As the founder of our Company at the age of 26. He has been instrumental in expanding the operations of our Company in several international markets. The Company has been significantly benefitted from the vision, technical acumen and listing the shares of the Company with the Stock Exchanges BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE) under leadership of Mr. Piyush Prakashchandra Somani.

Mr. Piyush Prakashchandra Somani (DIN: 02357582) was re-appointed as Managing Director of the Company effective from January 26, 2025 for a period of 5 years. The existing remuneration was approved by the members at Annual General Meeting held on September 30, 2025. Considering the growth and various achievements, including the listing of the shares of the Company with the Stock Exchanges, on the basis of the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has approved, subject to the approval of the Members, the increase in his remuneration, taking into account various factors, as detailed below:

Key factors for recommending revision in remuneration of Mr. Piyush Prakashchandra Somani

i. Mr. Piyush Prakashchandra Somani has over 20 years of hands-on experience in the information Technology Sector. He continues to serve the Company by maintaining strong oversight of various business divisions and functions of the Company.
ii. Under his leadership, the Company has performed exceedingly well across all financial parameters, the consolidated revenue of the Company grew from Rs.361.33 Crores in FY 25 to Rs.472.21 Crores in FY 26.
iii. His vision and execution capabilities have also helped the organisation in attracting, grooming and retaining talent. The Company has made significant progress in professionalizing the leadership and its workforce.
iv. As Chairman of the Board, Mr. Piyush Prakashchandra Somani was responsible to:
(a) oversee, monitor and supervise the performance of the Board of Directors and other sub-committees to achieve aspiration of all stakeholders and objectives as defined in business strategy and conform with the Corporate Governance;
(b) act as Chairman of the Board at the Board's meetings and Shareholders' meetings by supervising the conduct of the meeting in fair and impartial manner, ensuring effective and efficient participation of all stakeholders;
(c) promote the independent and transparent expression of opinions in the meetings.

In view of the enhanced responsibilities and enterprise-wide leadership mandate, a review of compensation was undertaken. This included consideration of internal leadership positioning as well as an independent benchmarking, roles with similar business scale and strategic accountability. The benchmarking indicated the need for market alignment. Accordingly, the proposed remuneration has been determined based on this role-specific market assessment and seeks to appropriately align compensation with the scope of the role, while ensuring competitiveness with external market benchmark.

Rationale

The proposed revision in remuneration reflects a calibrated realignment of compensation to the expanded scope, complexity and enterprise-wide leadership responsibilities of the Managing Directors. The role today encompasses all dimensions of organizational complexity, including business and market leadership, stakeholder stewardship, talent development, governance oversight and institution building.

He possesses vast experience and has leadership capabilities, entrepreneurial skills, which have enabled the Company to achieve its goals and objectives. Besides, considering the increased involvement in critical business matters requiring him to shoulder larger responsibilities, devote more time for achieving desired results, and pursuant to the recommendations of the Nomination and Remuneration Committee, it is proposed to revise

the remuneration payable to Mr. Piyush Prakashchandra Somani, Managing Director with effect from April 01, 2026, till the remaining period of his present tenure i.e. upto January 25, 2030.

Alignment of remuneration of Managing Director with long-term interests of the Company

At the beginning of each financial year, annual goals of the Managing Director (along with metrics for performance and target achievement) are approved. The same is measured and rated at the end of the year on the basis of which variable pay is determined. This ensures strong alignment of goals and performance of Managing Director to annual and long-term business objectives of the Company and creation of shareholder value. Goals of the Managing Director typically include driving growth in consolidated business performance, targets on revenues, profits and market share, driving long-term and strategic transformational initiatives in the area of innovation and diversification of business achievement of identified sustainability, retention of key leadership talent and capability building and such other areas as may be determined by the management.

Past Remuneration

Mr. Piyush Prakashchandra Somani had been paid the following remuneration during last 3 years viz.:

(₹ in Crores)

Sr. No.	Years	Remuneration Paid
1	Fiscal 2026	1.83
2	Fiscal 2025	1.40
3	Fiscal 2024	0.84

Skills and Expertise

The desired Board skills, expertise, competence of Mr. Piyush Prakashchandra Somani is detailed below:

Business Leadership	Stakeholder Value Creation	Corporate Governance	Strategy Planning & Implementation	Financial Acumen & Risk Assessment	Operational Experience	Sales & Marketing	Consumer Insight & Innovation	Information Technology & Digitalization	Culture Building
✓	✓	✓	✓	✓	✓	✓	✓	✓	✓

In case of the Company having adequate profits, the managerial persons will be paid such remuneration (as detailed below), within the limits specified from time to time under Section 197, read with Section I of Part II of Schedule V to the Act viz. The total managerial remuneration payable by a public company to its Managing Director and Whole-Time-Director, and its manager in respect of any financial year shall not exceed ten percent of the net profits of that company for that financial year computed in the manner laid down in Section 198, except that the remuneration of the directors shall not be deducted from the gross profit, and as per Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015, subject to the approval of the members of the

Company by Special Resolution in general meeting the annual remuneration payable to executive directors, who are promoters or members of the promoter group, can exceed a) One such Executive Director Rs.5 Crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or b) where there is more than one such Executive Director, the aggregate annual remuneration to such directors can exceed 5 per cent of the net profits of the listed entity.

The material terms of the remuneration are given below:

1. **Annual Remuneration (effective from April 01, 2026)**: Not exceeding Rs.2,38,06,692/- (Rupees Two Crore Thirty-Eight Lakhs Six Thousand Six Hundred and Ninety-two only) inclusive of fixed component amounting to Rs.1,66,64,684/- and annual performance pay (variable component) not exceeding 30% of the Annual Remuneration with an annual increment not exceeding 30% of the total annual remuneration of the previous financial year, subject to recommendation by the Nomination & Remuneration Committee, the Audit Committee and approval of the Board.

   An indicative list of factors for determining the variable pay by the Nomination and Remuneration Committee is as follows:
   - Company performance on certain defined qualitative and quantitative parameters as may be decided by the Nomination and Remuneration Committee from time to time.
   - Industry benchmarks of remuneration.

   Performance of the Individual as per the formal annual performance management process detailed in the Nomination and Remuneration policy.

2. Leave Encashment at the end of the tenure as per Company's HR Policy;
3. Contributions to Provident Fund, Superannuation Fund or Annuity Fund, to the extent these, either singly or put together, are not taxable under the Income-Tax Act, 1961 as per Company's HR Policy;
4. **Perquisites:** He shall be entitled to:

   - Contribution by the Company to Personal Accident insurance, Mediclaim insurance, Keyman Insurance policies obtained by the Company; and
   - Company maintained Chauffeur driven car for Company's business purposes;
   - Telephone, cell phone and such other means of communications like laptop, internet facilities at residence for business purpose which would not be considered as perquisites;
   - The terms and conditions of the said appointment and agreement may be altered and varied from time to time by the Board, as it may, in its discretion, deem fit within the maximum amount payable to the Managing Director as per the amount approved by the shareholders and subject to the provisions of Sections 196, 197,198 and other applicable provisions, if any, of the Act for the time being in force, read with Schedule V thereto as amended from time to time;

5. Gratuity payable at a rate not exceeding half month's salary for each completed year of service as per **Company's** HR Policy;

6. Industry benchmarking of remuneration with Peers:

   The above remuneration payable to Mr. Piyush Prakashchandra Somani as Managing Director is in line with industry benchmarking. Terms of remuneration as mentioned herein are based on outcome of such benchmarking, with a view to align with the market and adopt competitive & appropriate remuneration structure.

7. Minimum Remuneration

   In any financial year during the tenure of Mr. Piyush Prakashchandra Somani, the Company has no profits or its profits are inadequate, the Company will pay remuneration, by way of Salary, Benefits, Perquisites and Allowances as specified above, subject to further approvals as required under Schedule V of the Act, or any modification(s) thereto and in excess of the limits under Regulation 17 (6) (e) and any other applicable provisions of the Listing Regulations.

8. **Reimbursement of Expenses:**

   The Company shall bear all business-related expenses incurred by or on behalf of Mr. Piyush Prakashchandra Somani, during or in performance of his duties, including without limitation, expenses incurred in connection with business-related travel, accommodation, food, telecommunication and entertainment. The terms of confidentiality and other matters shall be governed as per the terms and conditions of agreement entered between him and the Company.

The Brief profile of Mr. Piyush Prakashchandra Somani and the details of his shareholding in the Company, as per requirements of the Companies Act, 2013, the rules made there under and the SS-2 are given in **Annexure A & B**

None of the Directors / Key Managerial Personnel of the Company and their relatives except Mr. Piyush Prakashchandra Somani and Ms. Komal Piyush Somani (Spouse of Mr. Piyush Prakashchandra Somani) and their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution. Further, Mr. Piyush Prakashchandra Somani, Ms. Komal Piyush Somani and their relatives shall not be entitled to vote on the resolution as set out at Item No.1 of the Notice.

All the documents referred to in the Explanatory Statement are available for inspection at the Registered Office of the Company between 11 a.m. and 1 p.m. on all working days from the date of circulation of this notice until the last date of e-voting and any shareholder who wants the same will be provided a soft copy.

The Board recommends the resolution as set out at Item No.1 for approval by the Members as a Special Resolution.

<u>ITEM No.2</u>

Revision of remuneration payable to Ms. Komal Piyush Somani (DIN: 08477154), Whole-time Director of the Company:

Ms. Komal Piyush Somani (DIN: 08477154) has been re-appointed as the Whole-time Director of the Company effective from July 28, 2026 for a period of 5 years, on the basis of the recommendation of the Nomination and Remuneration Committee, by the Board of Directors of the Company. Considering the growth and various achievements, including the listing of the shares of the Company with the Stock Exchanges, on the basis of the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has approved, subject to the approval of the Members, the increase in his remuneration, taking into account various factors, as detailed below:

<u>Brief Profile</u>

Ms. Komal Piyush Somani is the Whole-time Director, Promoter, Chief Human Resource Officer and Chief Marketing Officer of our Company. She holds a Bachelor’s Degree in Engineering from the University of Pune. holds a Bachelor’s Degree in Engineering from the University of Pune. She has been associated with our

Company since September 01, 2012. Under her leadership the Company has won FE Excellence in Leadership Development (Silver) Award and ET Learning & Development (Gold) Award for best learning culture during FY 2025. She has also won several awards and recognitions such as one of the 50 Most Fabulous Happiness Leaders at the World Happiness Congress 2023, "Most Innovative Woman of the Year – 2018" at the 2nd She Leads Summit and Awards, 2018, was ranked amongst the 50 Most Innovative HR Technology Leaders 2017, and amongst the 25 Most Innovative HR Tech Leaders – 2016 at the Asia Pacific HRM Congress. She has been honored with Maharashtra Nari Ratna Award 2017, Tejaswini Sanmaan by Swaraj in 2017 and Nasik Best HR Leaders – 2017.

Ms. Komal Piyush Somani (DIN: 08477154) was re-appointed as Whole-time Director of the Company effective from July 28, 2026 for a period of 5 years on the same remuneration. Considering the growth and various achievements, including the listing of the shares of the Company with the Stock Exchanges, on the basis of the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has approved, subject to the approval of the Members, the increase in his remuneration, taking into account various factors, as detailed below:

Key factors for recommending revision in remuneration of Ms. Komal Piyush Somani

i. Ms. Komal Piyush Somani has over 10 years of hands-on experience in the information Technology Sector. She continues to serve the Company by maintaining strong oversight of various business divisions, Human Resource and Marketing functions of the Company.
ii. Under her leadership, the Company has performed exceedingly well across financial, HR & Marketing parameters.
iii. Her vision and execution capabilities have also helped the organisation in attracting, grooming and retaining talent. The Company has made significant progress in professionalizing the leadership and its workforce.
iv. As Whole-time Director of the Board, Ms. Komal Piyush Somani was responsible to:
(a) executes the Board-approved strategy and runs day-to-day operations within the powers delegated, to achieve aspiration of all stakeholders and objectives as defined in business strategy and conform with the Corporate Governance;
(b) promote the independent and transparent expression of opinions in the meetings

In view of the enhanced responsibilities and enterprise-wide leadership mandate, a review of compensation was undertaken. This included consideration of internal leadership positioning as well as an independent benchmarking, roles with similar business scale and strategic accountability. The benchmarking indicated the need for market alignment. Accordingly, the proposed remuneration has been determined based on this role-specific market assessment and seeks to appropriately align compensation with the scope of the role, while ensuring competitiveness with external market benchmark.

Rationale

The proposed revision in remuneration reflects a calibrated realignment of compensation to the expanded scope, complexity and enterprise-wide leadership responsibilities of the Whole-time Directors, Chief Human Research Officer and Chief Marketing Officer. The role today encompasses all dimensions of organizational complexity, including business and market leadership, stakeholder stewardship, talent development, governance oversight and institution building.

She possesses vast experience and has leadership capabilities, entrepreneurial skills, which have enabled the Company to achieve its goals and objectives. Besides, considering the increased involvement in critical business matters requiring her to shoulder larger responsibilities, devote more time for achieving desired results, and pursuant to the recommendations of the Nomination and Remuneration Committee, it is proposed to revise the remuneration payable to Ms. Komal Piyush Somani, Whole-time Director with effect from April 01, 2026, till the remaining period of his present tenure i.e. upto July 27, 2031. This also includes the period from April 01, 2026 to July 27, 2026 of her previous term and from July 28, 2026 onwards for balance term.

Alignment of remuneration of Whole-time Director with long-term interests of the Company

At the beginning of each financial year, annual goals of the Whole-time Director, Chief Human Resources Officer and Chief Marketing Officer (along with metrics for performance and target achievement) are approved. The same are measured and rated at the end of the year, on the basis of which the commission of the Whole-time Director and variable pay of the CHRO and CMO are determined. This ensures strong alignment of their goals and performance with the annual and long-term business objectives of the Company and creation of shareholder value. Goals of the Whole-time Director typically include growth in consolidated business performance, targets on revenues, profits and market share, strategic transformational initiatives in innovation and diversification, and achievement of identified sustainability goals; goals of the CHRO include retention of key leadership talent, succession planning, capability building and employee engagement; goals of the CMO include growth in brand equity and market share, revenue pipeline and new customer acquisition, and expansion into identified markets and service lines; and such other areas as may be determined by the management.

<u>Past Remuneration</u>

Ms. Komal Piyush Somani had been paid the following remuneration during last 3 years viz.:

(₹ in Crores)

Sr. No.	Years	Remuneration Paid
1	Fiscal 2026	0.97
2	Fiscal 2025	0.75
3	Fiscal 2024	0.45

<u>Skills and Expertise</u>

The desired Board skills, expertise, competence of Ms. Komal Piyush Somani is detailed below:

Business Leadership	Stakeholder Value Creation	Corporate Governance	Strategy Planning & Implementation	Financial Acumen & Risk Assessment	Operational Experience	Sales & Marketing	Consumer Insight & Innovation	Information Technology & Digitalization	Culture Building
✓	✓	✓	✓	✓	✓	✓	✓	✓	✓

In case of the Company having adequate profits, the managerial persons will be paid such remuneration (as detailed below), within the limits specified from time to time under Section 197, read with Section I of Part II of Schedule V to the Act viz. The total managerial remuneration payable by a public company to its Managing Director and Whole-Time-Director, and its manager in respect of any financial year shall not exceed ten percent of the net profits of that company for that financial year computed in the manner laid down in Section 198, except that the remuneration of the directors shall not be deducted from the gross profit, and as per Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015, subject to the approval of the members of the Company by Special Resolution in general meeting the annual remuneration payable to executive directors, who are promoters or members of the promoter group, can exceed a) One such Executive Director Rs.5 Crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or b) where there is more than one such Executive Director, the aggregate annual remuneration to such directors can exceed 5 per cent of the net profits of the listed entity.

The material terms of the remuneration are given below:

1. **Annual Remuneration (effective from April 01, 2026)**: Not exceeding Rs.1,26,75,000/- (Rupees One Crore Twenty-Six Lakhs Seventy-Five Thousand only) inclusive of fixed component amounting to

Rs.88,72,500/- and annual performance pay (variable component) not exceeding 30% of the Annual Remuneration with an annual increment not exceeding 30% of the total annual remuneration effective from April 01, of the subsequent financial years, subject to recommendation by the Nomination & Remuneration Committee, the Audit Committee and approval of the Board.

An indicative list of factors for determining the variable pay by the Nomination and Remuneration Committee is as follows:

- Company performance on certain defined qualitative and quantitative parameters as may be decided by the Nomination and Remuneration Committee from time to time.
- Industry benchmarks of remuneration.
- Performance of the Individual as per the formal annual performance management process detailed in the Nomination and Remuneration policy.

2. Leave Encashment at the end of the tenure as per Company's HR Policy;
3. Contributions to Provident Fund, Superannuation Fund or Annuity Fund, to the extent these, either singly or put together, **are** not taxable under the Income-Tax Act, 1961 as per Company's HR Policy;
4. **Perquisites:** She shall be entitled to:

   - Contribution by the Company to Personal Accident insurance, Mediclaim insurance, Keyman Insurance policies obtained by the Company; and
   - Company maintained Chauffeur driven car for Company's business purposes;
   - Telephone, cell phone and such other means of communications like laptop, internet facilities at residence for business purpose which would not be considered as perquisites;
   - The terms and conditions of the said appointment and agreement may be altered and varied from time to time by the Board, as it may, in its discretion, deem fit within the maximum amount payable to the Whole-time Director as per the amount approved by the shareholders and subject to the provisions of Sections 196, 197,198 and other applicable provisions, if any, of the Act for the time being in force, read with Schedule V thereto as amended from time to time;

5. Gratuity payable at a rate not exceeding half month's salary for each completed year of service as per **Company's** HR Policy;

6. Industry benchmarking of remuneration with Peers:

   The above remuneration payable to Ms. Komal Piyush Somani as Whole-time Director is in line with industry benchmarking. Terms of remuneration as mentioned herein are based on outcome of such benchmarking, with a view to align with the market and adopt competitive & appropriate remuneration structure.

7. Minimum Remuneration

   In any financial year during the tenure of Ms. Komal Piyush Somani, the Company has no profits or its profits are inadequate, the Company will pay remuneration, by way of Salary, Benefits, Perquisites and Allowances as specified above, subject to further approvals as required under Schedule V of the Act, or any modification(s) thereto and in excess of the limits under Regulation 17 (6) (e) and other applicable regulations, if any, of the Listing Regulations.

8. Reimbursement of Expenses:

   The Company shall bear all business-related expenses incurred by or on behalf of Ms. Komal Piyush Somani, during or in performance of his duties, including without limitation, expenses incurred in connection with business-related travel, accommodation, food, telecommunication and entertainment.

The terms of confidentiality and other matters shall be governed as per the terms and conditions of agreement entered between him and the Company.

Further, as per Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**"), approval of shareholders by special resolution is required, in case the annual remuneration payable to a promoter Directors exceeds five per cent of the net profits of the Company.

The Brief profile of Ms. Komal Piyush Somani and the details of his shareholding in the Company, as per requirements of the Companies Act, 2013, the rules made there under and the SS-2 are given in **Annexure A & B**

None of the Directors / Key Managerial Personnel of the Company and their relatives except Ms. Komal Piyush Somani and Mr. Piyush Prakashchandra Somani (Spouse of Ms. Komal Piyush Somani) and their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company. Further, Ms. Komal Piyush Somani, Mr. Piyush Prakashchandra Somani and their relatives shall not be entitled to vote on the resolution as set out at Item No.2 of the Notice.

All the documents referred to in the Explanatory Statement are available for inspection at the Registered Office of the Company between 11 a.m. and 1 p.m. on all working days from the date of circulation of this notice until the last date of e-voting and any shareholder who wants the same will be provided a soft copy.

The Board recommends the resolution as set out at Item No.2 for approval by the Members as a Special Resolution.

ITEM No.3 & 4

Background:

Pursuant to the recommendation of the Nomination & Remuneration Committee ("**NRC**"), the Board of Directors in its meeting held on 13th July, 2026, has appointed Mr. Sameer Suresh Redij (DIN: 11790311), as an Additional Director in accordance with the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') read with the Articles of Association of the Company.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mr. Sameer Suresh Redij for the office of Director of the Company.

Mr. Sameer Suresh Redij has conveyed his consent to act as a Director of the Company and has also confirmed that he is not disqualified from being appointed as such in terms of Section 164 of the Companies Act, 2013 and is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority.

Further, the Board of Directors, on the basis of the recommendation of the Nomination & Remuneration Committee ("**NRC**"), in its meeting held on 13th July, 2026, has also appointed Mr. Sameer Suresh Redij (DIN: 11790311), as a Whole-time Director, designated as Chief Business Officer, of the Company, considering the growth potential of the Company and the need of such Senior Managerial Personnel to attend to the business of the Company, subject to the approval of the Members, taking into account various factors, as detailed below:

Brief Profile:

Mr. Sameer Suresh Redij is also the Chief Business Officer of our Company. He joined our Company on August 4, 2021. He holds a bachelor's degree in engineering (product branch) from the University of Mumbai and a post-graduate diploma in business management from the Indian Business Academy. He has over 14 years of experience in the field of IT and systems. Prior to joining our Company, he was associated with companies such as Twenty-Twenty Media Private Limited, HCL Infinet Limited, IBM India Private Limited, Gartner India Research & Advisory Services Private Limited, and CtrlS Datacenters Limited.

Roles and Responsibilities

He is primarily responsible for overseeing the presales and sales functions of our Company and defining and executing the Company's business growth strategy, defining and executing the Company's business growth strategy, driving revenue growth, profitability, and market expansion, Business Development, Marketing, Customer Success, and Strategic Alliances. Building and strengthening relationships with key customers, partners, investors, and stakeholders. Identifying new business opportunities, products, markets, and strategic partnerships. Driving digital transformation and innovation initiatives aligned with organizational objectives. Monitoring business performance, financial targets, and key business metrics. Collaborating with cross-functional teams to ensure successful execution of strategic initiatives. Developing future business leaders and strengthening organizational capabilities. Representing the Company at customer meetings, industry forums, conferences, and strategic engagements.

Skills and Expertise

The aforesaid appointment of Mr. Sameer Suresh Redij is mapped over and correspond with the desired Board skills, expertise, competence detailed below and as adopted by the Company based on requirements of Schedule V Part C (2h) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015:

Business Leadership	Stakeholder Value Creation	Corporate Governance	Strategy Planning & Implementation	Financial Acumen & Risk Assessment	Operational Experience	Sales & Marketing	Consumer Insight & Innovation	Information Technology & Digitalization	Culture Building
✓	✓	✓	✓	✓	✓	✓	✓	✓	✓

Considering his vast experience, exceptional leadership capabilities, entrepreneurial vision and involvement in critical business matters and solution thereof, the Board of Directors, pursuant to the recommendations of the NRC, decided that it would be in the best interest of the Company to appoint him on the Board as a Whole-time Director & Chief Business Officer for a period of 3 (Three) years, effective from 13th July, 2026 as he fulfills the requisite criteria laid down and as required in the context of the Company's business and sector it operates in.

As per the provisions of Sections 152, 196 and 197 of the Act and the Rules thereunder, a Director / Whole-time Director can be appointed with the approval of the Members in the General Meeting. Accordingly, approval of the Members is sought for the appointment and remuneration of Mr. Sameer Suresh Redij as a Director to be designated as Whole-time Director of the Company.

Material terms of appointment and remuneration payable to Mr. Sameer Suresh Redij:

1. Mr. Sameer Suresh Redij shall act as the Whole-time Director and Chief Business Officer of the Company for a period of three (3) years commencing from July 13, 2026 and shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board and Company from time to time and separately communicated to him. Subject to the supervision and control of the Board, he shall undertake to promote the interest and welfare of the Company to the best of his abilities and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may from time to time be given by the Directors of the Company which are in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and / or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company.

2. Annual Remuneration (effective from July 13, 2026): Not exceeding Rs.1,14,39,995/- (Rupees One Crore Fourteen Lakhs Thirty-Nine Thousand Nine Hundred and Ninety-Five only) inclusive of fixed component amounting to Rs.80,07,997/- and annual performance pay (variable component) not exceeding 30% of the annual remuneration with an annual increment not exceeding 30% of the total annual remuneration effective from April 01, of the subsequent financial years, subject to recommendation by the Nomination & Remuneration Committee, the Audit Committee and approval of the Board.

   An indicative list of factors for determining the variable pay by the Nomination and Remuneration Committee is as follows:
   - Company performance on certain defined qualitative and quantitative parameters as may be decided by the Nomination and Remuneration Committee from time to time.
   - Industry benchmarks of remuneration.
   - Performance of the Individual as per the formal annual performance management process detailed in the Nomination and Remuneration policy.
3. The terms and conditions of the said appointment and agreement may be altered and varied from time to time by the Board, as it may, in its discretion, deem fit within the maximum amount payable to the Whole-time Director and Chief Operations Officer, subject to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 for the time being in force, read with Schedule V thereto as amended from time to time; however, within the limits as approved by the members.
4. The perquisite value of Employees Stock Options that may be granted / granted to Mr. Sameer Suresh Redij, shall be in addition to the salary, perquisites and allowances. Further, the perquisite value of ESOP, depends on the market price of equity shares of the Company and the actual number of options that may be granted, computed in terms of the Income-tax Act, 2015 and the rules and regulations framed thereunder, upon exercise of options granted under Employee Stock Option Scheme shall not be included in the aforesaid overall ceiling on remuneration.
5. Leave Encashment at the end of the tenure as per Company's HR Policy;
6. Contributions to Provident Fund, Superannuation Fund or Annuity Fund, to the extent these, either singly or put together, are not taxable under the Income-Tax Act, 1961 as per Company's HR Policy;
7. Perquisites**:** He shall be entitled to:
   - Contribution by the Company to Personal Accident insurance, Mediclaim insurance, Keyman Insurance policies obtained by the Company; and
   - Telephone, cell phone and such other means of communications like laptop, internet facilities at residence for business purpose which would not be considered as perquisites;
   - The terms and conditions of the said appointment and agreement may be altered and varied from time to time by the Board, as it may, in its discretion, deem fit within the maximum amount payable to the Whole-time Director as per the amount approved by the shareholders and subject to the provisions of Sections 196, 197,198 and other applicable provisions, if any, of the Act for the time being in force, read with Schedule V thereto as amended from time to time;

8. Gratuity payable at a rate not exceeding half month's salary for each completed year of service as per **Company's** HR Policy;

9. Industry benchmarking of remuneration with Peers:

   The above remuneration payable to Mr. Sameer Suresh Redij as Whole-time Director is in line with industry benchmarking. Terms of remuneration as mentioned herein are based on outcome of such benchmarking, with a view to align with the market and adopt competitive & appropriate remuneration structure.

10. Minimum Remuneration

    In any financial year during the tenure of Mr. Sameer Suresh Redij, the Company has no profits or its profits are inadequate, the Company will pay remuneration, by way of Salary, Benefits, Perquisites and Allowances as specified above, subject to further approvals as required under Schedule V of the Act, or any modification(s) thereto and the applicable provisions, if any, of the Regulation 17 (6) (e) of the Listing Regulations.

11. Reimbursement of Expenses:

    The Company shall bear all business-related expenses incurred by or on behalf of Mr. Sameer Suresh Redij, during or in performance of his duties, including without limitation, expenses incurred in connection with business-related travel, accommodation, food, telecommunication and entertainment. The terms of confidentiality and other matters shall be governed as per the terms and conditions of agreement entered between him and the Company.

The Brief profile of Mr. Sameer Suresh Redij and the details of shareholding as per requirements of the Companies Act, 2013, the rules made there under and the Secretarial Standard (SS-2) are given respectively in **Annexure A & B.**

None of the Directors / Key Managerial Personnel of the Company and their relatives except Mr. Sameer Suresh Redij and his relatives, are in any way, concerned or interested, financially or otherwise, in the Resolution except to the extent of his shareholding, if any, in the Company. Further, Mr. Sameer Suresh Redij and his relatives shall not be entitled to vote on the resolution as set out at Item No.3 & 4 of the Notice.

All the documents referred to in the Explanatory Statement are available for inspection at the Registered Office of the Company between 11 a.m. and 1 p.m. on all working days from the date of circulation of this notice until the last date of e-voting and any shareholder who wants the same will be provided a soft copy.

The Board recommends the passing of the resolutions set out at Item No.3 & 4 of the Postal Ballot Notice as Ordinary Resolution and Special Resolution, respectively.

Annexure A

Details of Directors, whose remuneration is being revised/varied and seeking appointment, as required pursuant to the Companies Act, 2013 and rules made thereunder and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India and under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given hereunder:

Particulars	**Particulars**	**Particulars**	**Particulars**
Name of the Director	Ms. Piyush Prakashchandra Somani	Ms. Komal Piyush Somani	Mr. Sameer Suresh Redij
DIN	02357582	08477154	11790311
Date of birth	June 09, 1979	June 01, 1986	October 17, 1979
Age	46 years	39 years	46 years
Date of Appointment / Re-appointment	Re-appointment on January 26, 2025	Re-appointment on July 28, 2026	Re-appointment on July 13, 2026
Background / Brief Resume of the Director including nature of expertise in specific functional areas	Mr. Piyush Somani is the Chairman-cum-Managing Director and Promoter of our Company. He holds a Bachelor’s Degree in Engineering (Electronics) from the University of Pune. As the founder of our Company at the age of 26, he has over 17 years of experience in the information technology sector. He has been instrumental in expanding the operations of our Company in several international markets. We have significantly benefitted from the vision, technical acumen and leadership of Piyush Prakashchandra Somani.	Ms. Komal Somani, Whole-time Director, is also Chief Human Resource Officer and Chief Marketing Officer of our Company. She holds a Bachelor’s Degree in Engineering from the University of Pune. She has been associated with our Company since September 01, 2012. Under her leadership the Company has won FE Excellence in Leadership Development (Silver) Award and ET Learning & Development (Gold) Award for best learning culture during FY 2025. She has also won several awards and recognitions such as one of the 50 Most Fabulous Happiness Leaders at the World Happiness Congress 2023, "Most Innovative Woman of the Year – 2018" at the 2nd She Leads Summit and Awards, 2018, was ranked amongst the 50 Most Innovative HR Technology Leaders 2017, and amongst the 25 Most Innovative HR Tech Leaders – 2016 at the Asia Pacific HRM Congress. She has been honored with Maharashtra Nari Ratna Award 2017, Tejaswini	Mr. Sameer Suresh Redij is also the Chief Business Officer of our Company. He joined our Company on August 4, 2021. He holds a bachelor’s degree in engineering (product branch) from the University of Mumbai and a post-graduate diploma in business management from the Indian Business Academy. He has over 14 years of experience in the field of IT and systems. He is primarily responsible for overseeing the presales and sales functions of our Company and defining and executing the Company’s business growth strategy. Prior to joining our Company, he was associated with companies such as Twenty-Twenty Media Private Limited, HCL Infinet Limited, IBM India Private Limited, Gartner India Research & Advisory Services Private Limited, and CtrlS Datacenters Limited.

		Sanmaan by Swaraj in 2017 and Nasik Best HR Leaders – 2017. She was also awarded as HR Leader of the Year-2024 by The Economic Times Human Capital Awards and Best Learning Culture Award - Gold Category - ETHRWORLD Future Skills Awards 2024.	
No. of shares held in the Company	2,46,48,670 Equity Shares of Rs.1/- each	1,01,74,322 Equity Shares of Rs.1/- each	34,500 Equity Shares of Rs.1/- each
Past Remuneration (FY 2025-26)	Rs.1,83,12,840/- per annum	Rs.97,50,000/- per annum	Rs.87,99,996/- per annum
Directorships (Excluding alternate directorship, directorships in foreign companies and companies under Section 8 of the Companies Act, 2013.	Spochub Solutions Private Limited, Imanes Private Limited	Resvera Wines Limited; Imanes Private Limited	Nil
Chairman/Member of the Committee of Board of Directors as on March 31, 2026; A. Audit Committee; B. Stakeholders Relationship Committee	 No Member	 No No	 No No
Inter-se relationship between the Directors / Key Managerial Person (KMP)	Mr. Piyush Prakashchandra Somani (DIN: 02357582) is spouse of Ms. Komal Piyush Somani, Whole-time Director of the Company.	Ms. Komal Piyush Somani (DIN: 08477154) is spouse of Mr. Piyush Prakashchandra Somani, Chairman & Managing Director of the Company.	None
No. of Board Meetings attended during FY 2025-26	6 out of 6 Meetings of Board	6 out of 6 Meetings of Board	Not applicable since he is appointed on Board effective from 13th July, 2026.

Annexure B

Sr. No.	Particulars	Mr. Piyush Prakashchandra Somani	Ms. Komal Piyush Somani	Mr. Sameer Suresh Redij
1	Nature of Industry	IT and ITES Industry		
2	Date or expected date of Commencement of Commercial production	The Company was incorporated on 5th August, 2005 and commenced its commercial business in the same financial year.		
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable		
4	Financial performance based on given indicators	In the financial year 2025-26, the Company made a turnover of INR 378.17 Crores and Profit of INR 62.14 Crores after tax. Consolidated turnover is INR 472.21 Crores and Profit INR 120.82 Crores.		
5	Foreign Investments or collaborations, if any	Nil		
6	Remuneration proposed	As stated in the Explanatory Statement at item no.1 of this Notice.	As stated in the Explanatory Statement at item no.2 of this Notice.	As stated in the Explanatory Statement at item no.3 & 4 of this Notice.
7	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr. Piyush Prakashchandra Somani is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.	The remuneration of Ms. Komal Piyush Somani is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business. She is handling CHRO & CMO profiles.	The remuneration of Mr. Sameer Suresh Redij is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.
8	Reasons of loss or inadequate profits	N.A.		
9	Steps taken or proposed to be taken for improvement	N.A.		
10	Expected increase in productivity and profits in measurable terms	N.A.		

The detail of shareholding of the Directors and their Relatives and the entities in which they are interested

Sr. No.	Name	Number of Shares	%
1	PO Somani Family Trust	11,233,739	9.58
2	Sarala Prakashchandra Somani	3,788	Negligible
3	Pooja Prakashchandra Somani (Pooja Mantri)	100,011	0.09
4	Prajakta Rushikesh Jadhav	100,011	0.09