July 18, 2026

To, **BSE Limited,** Corporate Relations Department, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 Scrip code: 544723	**To,** **National Stock Exchange of India Limited,** Listing Department, Exchange Plaza, 5th Floor, Plot No. C/1, G block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 NSE Symbol: SEDEMAC

Dear Sir/Madam,

Sub: Intimation of Postal Ballot Notice

Ref: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please find enclosed the Postal Ballot Notice dated July 16, 2026 along with the Explanatory Statement, which is sent to the Members through electronic mode on July 17, 2026, for seeking approval of members by way of Special Resolutions on the following items:

1. Ratification of the SEDEMAC Employee Stock Option Plan 2014

2. Ratification of the SEDEMAC Mechatronics Employee Stock Option Scheme - 2025

In compliance with the General Circular No. 03/2025 dated September 22, 2025 and/or any other circulars issued from time to time by the MCA ("**MCA Circulars**") and SEBI Master Circular number HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 **("SEBI Master Circular")**, the Notice of Postal Ballot is being sent by electronic mode only, on Friday, July 17, 2026, to those Members whose names appear in the Register of Members and/or Register of Beneficial Owners and whose e-mail addresses are registered with the Company/Company's Registrar and Share Transfer Agent/Depositories as on the "Cut-off Date" i.e. Friday, July 10, 2026.

The remote e-voting facility would be available during the following period:

Commencement of remote e-Voting:	Sunday, July 19, 2026 (9.00 A.M. IST)
End of remote e-Voting:	Monday, August 17, 2026 (5.00 P.M. IST)

The Notice of Postal Ballot as enclosed, is also being placed on the website of the Company at www.sedemac.com, on the websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of MUFG Intime (Insta Vote) at https://instavote.linkintime.co.in/.

The results of the e-voting shall be declared on or before Wednesday, August 19, 2026.

You are requested to kindly take note of the same.

Thanking you,
For SEDEMAC Mechatronics Limited
(Formerly SEDEMAC Mechatronics Private Limited)

Prasad Rajendra Chavan
Digitally signed by Prasad Rajendra Chavan
Date: 2026.07.18 00:41:44 +05'30'

Prasad Rajendra Chavan
Company Secretary and Compliance Officer
Membership No.: A49921

Encl: As above

SEDEMAC

SEDEMAC Mechatronics Limited

(Formerly SEDEMAC Mechatronics Private Limited)

Registered Office & Technical Center: Survey No. 270/1/A/2, Pallod Farms, Baner Road, Baner, Baner Gaon, Haveli, Pune- 411045, Maharashtra, India.
Tel: +91 20 6715 7200, **E-mail:** cs@sedemac.com
Website: www.sedemac.com
CIN: L29253PN2007PLC246956

POSTAL BALLOT NOTICE

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

Dear Member(s),

The Postal Ballot Notice ("**Notice**") is hereby given pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (the "**Rules**"), (including any statutory modification(s) or re-enactments thereof for the time being in force), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), Secretarial Standards ("**SS-2**") issued by the Institute of Company Secretaries of India on General Meeting, read with General Circular No. 03/2025 dated September 22, 2025 and/or any other circulars issued from time to time by the MCA ("**MCA Circulars**"), circular(s) issued by the Securities and Exchange Board of India ("**SEBI**") and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), the following special business as set out hereunder are proposed for approval by the Members of SEDEMAC Mechatronics Limited (the "**Company**") via Postal Ballot through remote e-voting only (voting through electronic means) for the resolutions as set out in the Notice.

The explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the said resolutions setting out the material facts form part of this Notice. The Notice will also be placed on the website of the Company at https://www.sedemac.com/investors/announcements, websites of the stock exchanges where the equity shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of MUFG Intime India Private Limited (formerly Link Intime India Private Limited) ("MUFG") at https://instavote.linkintime.co.in/.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the Listing Regulations (iii) the SS-2 and (iv) aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, a physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members and no physical ballot forms will be accepted. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

The Company has engaged the services of MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) ("**MUFG**"), for the purpose of providing remote e-voting facility to all its members. Members are required to communicate their assent (FOR) or dissent (AGAINST) through remote e-voting system only. You are requested to carefully read all the instructions given in the Notes to this Notice. The remote e-voting period commences from Sunday, July 19, 2026 from 9.00 a.m. (IST) and ends on Monday, August 17, 2026 at 5.00 p.m. (IST). Remote e-Voting will be disabled by MUFG Intime India Private Limited immediately after the end time and will not be allowed beyond the said date and time.

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairperson of the Company, or any other person authorised by the Chairperson. The results of the Postal Ballot shall be announced on or before 5:00 p.m. (IST) on Wednesday, August 19, 2026. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The said results along with the Scrutinizer's Report shall be placed on the Company's website https://www.sedemac.com and on the website of the MUFG Intime India Private Limited at https://instavote.linkintime.co.in/.

SPECIAL BUSINESS:

Item No. 1

Ratification of the SEDEMAC Employee Stock Option Plan 2014:

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 ("Act") read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Act and rules thereunder (including any statutory modification(s) or re-enactment thereof), Regulation 12 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the applicable provisions of the Foreign Exchange Management Act, 1999, if any, and other applicable regulations (if any) issued by the Securities and Exchange Board of India ("SEBI"), the BSE Limited and National Stock Exchange of India Limited (collectively referred to as the "Stock Exchanges") where the equity shares of the Company are listed and such other laws, rules, regulations, notifications and circulars (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable ("Applicable Laws"), the relevant provisions of the Memorandum of Association and Articles of Association of SEDEMAC Mechatronics Limited ("formerly known as SEDEMAC Mechatronics Private Limited") ("Company") and further subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, in line with the SEBI (SBEB & SE) Regulations), the SEDEMAC Employee Stock Option Plan 2014 as amended and approved by the Members of the Company on October 09, 2025, prior to the listing of equity shares of the Company on the Stock Exchanges, be and is hereby ratified within the meaning of the SEBI (SBEB & SE) Regulations and the consent of the Members of the Company be and is hereby accorded to the Board to exercise its powers conferred by this resolution to create, offer, grant, reissue and allot in one or more tranches not exceeding 23,44,500 (Twenty Three Lakhs Forty Four Thousand Five Hundred) employee stock options ("Options"), under the SEDEMAC Employee Stock Option Plan 2014 exercisable into 23,44,500 (Twenty Three Lakhs Forty Four Thousand Five Hundred) equity shares of face value of Rs. 10/- each of the Company, fully paid up, at such prices, in one or more tranches, from time to time, to the eligible employees of the Company, whether working in India or out of India, present or future, as described in detail under the SEDEMAC Employee Stock Option Plan 2014, as may be decided by the Board in accordance with the provisions of the SEDEMAC Employee Stock Option Plan 2014, the SEBI (SBEB & SE) Regulations and in due compliance with the Applicable Laws in force.

RESOLVED FURTHER THAT the Board or any other committee which is empowered thereof by the Board, be and is hereby authorised to allot the equity shares under SEDEMAC Employee Stock Option Plan 2014 upon exercise of vested Options from time to time in accordance with the SEDEMAC Employee Stock Option Plan 2014.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organization, split, change in capital structure of the Company, as applicable from time to time, requisite adjustments (which may include adjustments to the number of options in SEDEMAC Employee Stock Option Plan 2014) shall be appropriately made, in a fair and reasonable manner in accordance with SEDEMAC Employee Stock Option Plan 2014.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the eligible employees under the SEDEMAC Employee Stock Option Plan 2014 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said eligible employees.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the SEDEMAC Employee Stock Option Plan 2014.

RESOLVED FURTHER THAT subject to the consent of the Members of the Company and in compliance with SEBI (SBEB & SE) Regulations and other Applicable Laws, the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the SEDEMAC Employee Stock Option Plan 2014, and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the SEDEMAC Employee Stock Option Plan 2014 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT any Director or Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company, including making application to the recognized stock exchanges to seek in-principle and final listing approval for listing and trading of equity shares allotted under SEDEMAC Employee Stock Option Plan 2014 in terms of the SEBI (SBEB & SE) Regulations and Listing Regulations and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions.

RESOLVED FURTHER THAT a copy of the above resolutions, certified by any Director or the Company Secretary and the Compliance Officer of the Company, be forwarded to the concerned authorities for necessary action."

Item No. 2

Ratification of the SEDEMAC Mechatronics Employee Stock Option Scheme - 2025:

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 ("Act") read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Act and rules thereunder (including any statutory modification(s) or re-enactment thereof), Regulation 12 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the applicable provisions of the Foreign Exchange Management Act, 1999, if any, and other applicable regulations (if any) issued by the Securities and Exchange Board of India ("SEBI"), the BSE Limited and National Stock Exchange of India Limited (collectively referred to as the "Stock Exchanges") where the equity shares of the Company are listed and such other laws, rules, regulations, notifications and circulars (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable ("Applicable Laws"), the relevant provisions of the Memorandum of Association and Articles of Association of SEDEMAC Mechatronics Limited ("formerly known as SEDEMAC Mechatronics Private Limited") ("Company") and further subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, in line with the SEBI (SBEB & SE) Regulations), the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025 as amended and approved by the Members of the Company on September 10, 2025, prior to the listing of equity shares of the Company on the Stock Exchanges, be and is hereby ratified within the meaning of the SEBI (SBEB & SE) Regulations and the consent of the Members of the Company be and is hereby accorded to the Board to exercise its powers conferred by this resolution to create, offer, grant, reissue and allot in one or more tranches, not exceeding 9,75,000 (Nine Lakhs Seventy-Five Thousand) employee stock options ("Options"), under the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025 exercisable into 9,75,000 (Nine Lakhs Seventy-Five Thousand) equity shares of face value of Rs. 10/- each of the Company, fully paid up, at such prices, in one or more tranches, from time to time, to the eligible employees of the Company, whether working in India or out of India, present or future, as described in detail under the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025, as may be decided by the Board in accordance with the provisions of the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025, the SEBI (SBEB & SE) Regulations and in due compliance with the Applicable Laws in force.

RESOLVED FURTHER THAT the Board or any other committee which is empowered thereof by the Board, be and is hereby authorised to allot the equity shares under SEDEMAC Mechatronics Employee Stock Option Scheme – 2025 upon exercise of vested Options from time to time in accordance with the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organization, split, change in capital structure of the Company, as applicable from time to time, requisite adjustments (which may include adjustments to the number of options in SEDEMAC Mechatronics Employee Stock Option Scheme – 2025) shall be appropriately made, in a fair and reasonable manner in accordance with SEDEMAC Mechatronics Employee Stock Option Scheme – 2025.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the eligible employees under the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said eligible employees.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025.

RESOLVED FURTHER THAT subject to the consent of the Members of the Company and in compliance with SEBI (SBEB & SE) Regulations and other Applicable Laws, the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025, and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT any Director or Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company, including making application to the recognized stock exchanges to seek in-principle and final listing approval for listing and trading of equity shares allotted under SEDEMAC Mechatronics Employee Stock Option Scheme – 2025 in terms of the SEBI (SBEB & SE) Regulations and Listing Regulations and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions.

RESOLVED FURTHER THAT a copy of the above resolutions, certified by any Director or the Company Secretary and the Compliance Officer of the Company, be forwarded to the concerned authorities for necessary action."

By Order of the Board of Directors
For SEDEMAC Mechatronics Limited
(Formerly SEDEMAC Mechatronics Private Limited)

Sd/-
Prasad Rajendra Chavan
Company Secretary and Compliance Officer
Membership No.: A49921

Date: July 16, 2026
Place: Pune

CIN: L29253PN2007PLC246956
Website: www.sedemac.com
Email: cs@sedemac.com

Registered Office:
Survey No. 270/1/A/2, Pallod Farms,
Baner Road, Baner, Baner Gaon,
Haveli, Pune - 411045

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), setting out the material facts is annexed hereto and forms part of this Postal Ballot Notice.

2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members and/or Register of Beneficial Owners as on **Friday, July 10, 2026 ("Cut-off Date")**, received from the Depositories and whose e-mail address are registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.

3. This Postal Ballot Notice will also be available on the Company's website at https://www.sedemac.com, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of MUFG Intime India Private Limited (Insta Vote) (Formerly known as Link Intime India Private Limited), Registrar and Transfer Agent of the Company at https://instavote.linkintime.co.in/.

4. Members are requested to update their KYC details by contacting their Depository Participant ("DP") in respect of shares held in dematerialized form, and the Company's Registrar and Transfer Agent ("RTA") in respect of shares held in physical form. Members holding shares in physical form are requested to convert such physical holdings into dematerialized form. For assistance, Members may contact the Company's RTA at investor.helpdesk@in.mpms.mufg.com.

5. Only a person, whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the Cut-off Date i.e. (Friday) July 10, 2026, maintained by the Depositories shall be entitled to participate in the e-voting. The voting rights of Members shall be in proportion to the equity shares held by the Members in the paid-up equity share capital of the Company as on Cut-off Date. Members would be able to cast their votes and convey their assent and dissent to the proposed resolutions only through the remote e-voting process. A person who is not a member as on the Cut-off Date, should treat this Postal Ballot Notice for information purpose only.

6. 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/ Authority Letter etc., with attested specimen signature of duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to mahesh@ngshah.com with a copy marked to cs@sedemac.com.

7. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to offer e-voting facility to seek approval of the Members of the Company for the resolutions contained in this Notice. For this purpose, the Company has engaged the services of MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) ("MUFG") to facilitate remote e-voting to enable the Members to cast their vote electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice. The e-voting Event No. for this purpose '**260428**'.

8. **The remote e-voting period commences at 9:00 a.m. (IST) on Sunday, July 19, 2026 (9:00 a.m. IST) up to Monday, August 17, 2026 (5:00 p.m. IST), both days inclusive.**

9. Members desiring to exercise their vote should cast their vote during this period. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.

10. Relevant documents, if any, referred to in this Postal Ballot Notice and Explanatory Statement will be available for inspection electronically from the date of circulation of this Postal Ballot Notice until the last date of remote e-voting. Members seeking to inspect such documents can send an email to cs@sedemac.com mentioning his / her / its folio number / DP ID and Client ID.

11. Members may send their queries related to item(s) included in the Postal Ballot Notice on the email cs@sedemac.com from their registered email address, mentioning their name, folio number / DP ID Client ID as applicable, mobile number, copy of PAN Card.

12. The Board of Directors of the Company ("**Board**") has appointed Mr. Mahesh Darji, (Membership No. FCS 7175, COP No. 7809), or failing him Mr. Nilesh Shah (Membership No. FCS 4554, COP No. 2631), or failing him Mrs. Hetal Shah (Membership No. FCS 8063, COP No. 8964), Partners of M/s. Nilesh Shah & Associates, Practicing Company Secretaries, Mumbai, as the Scrutinizer ("**Scrutinizer**") for scrutinizing the postal ballot/e-voting in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

13. After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairperson of the Company, or any other person authorised by the Chairperson. The results of remote e-voting will be announced within two working days from the end of remote e-voting period i.e. Wednesday, August 19, 2026, and will be displayed on the Company's website at https://www.sedemac.com and the website of MUFG Intime at https://instavote.linkintime.co.in/. The results will simultaneously be intimated to the Stock Exchanges where the Equity Shares of the Company are listed and will also be displayed at the Registered Office of the Company.

14. The resolutions, if approved, shall be deemed to have been passed on the last date of remote e-voting i.e. on Monday, August 17, 2026.

15. A member cannot exercise his vote by proxy on Postal Ballot.

16. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.

17. PROCEDURE FOR E-VOTING:

In terms of SEBI Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, 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 remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

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

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.

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:

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.

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 and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

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

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
   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.

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

❖ 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.

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 at mahesh@ngshah.com with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at cs@sedemac.com.

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).

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".

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

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.

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

As required by Section 102 of the Companies Act, 2013 (the "Act") the following Explanatory Statement sets out all material facts relating to the business mentioned under Items No. 1 & 2 of the accompanying Postal Ballot Notice dated July 16, 2026:

Item No. 1:

The Company had implemented an employee stock option scheme namely **'SEDEMAC Employee Stock Option Plan 2014',** which was adopted by the Board of Directors ("Board") at its meeting held on March 06, 2014 and approved by the members by passing the special resolution at its extraordinary general meeting held on March 25, 2014 to reward Eligible Employees by way of grant of employee stock options ("Options") and enable them to participate in the ownership of the Company and share in its wealth creation and encourage eligible employees to align individual performance and interests with Company objectives.

The SEDEMAC Employee Stock Option Plan 2014 was subsequently amended from time to time and finally to align with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB & SE Regulations**"), the amendments to the SEDEMAC Employee Stock Option Plan 2014 to comply with the SBEB & SE Regulations was approved by the Board on October 08, 2025 and subsequently by the members at extra-ordinary general meeting held on October 09, 2025.

Subsequently, the Company successfully completed its IPO, listing its equity shares on March 11, 2026 on the National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**"). The Board of Directors ("**Board**") were informed that, in terms of Regulation 12 (1) of the SBEB & SE Regulations, any fresh grant of Options post listing can be made under SEDEMAC Employee Stock Option Plan 2014 only in compliance with the SBEB & SE Regulations and post ratification of same by the members of the Company.

Accordingly, SEDEMAC Employee Stock Option Plan 2014 is being placed before the members for ratification in terms of the aforesaid SBEB & SE Regulations, after which the Company would be able to grant Options and issue shares under SEDEMAC Employee Stock Option Plan 2014.

The said proposal of ratification of SEDEMAC Employee Stock Option Plan 2014 was already approved by the Nomination and Remuneration Committee ("**Committee**") and the Board of Directors ("**Board**") of the Company at their meeting held on July 16, 2026**,** subject to approval of the Members of the Company.

The Nomination and Remuneration Committee / Compensation Committee shall administer the SEDEMAC Employee Stock Option Plan 2014 in accordance with the applicable laws.

The salient features and other details of the SEDEMAC Employee Stock Option Plan 2014 as required under Regulation 12(1) of the SBEB & SE Regulations are provided in **Annexure I**.

None of the Directors or Key Managerial Personnel (as defined under the Act) and their immediate relatives are concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company.

The Board, accordingly, recommends the passing of a special resolution as set out at item no. 1 of this Notice, for the approval of the Members of the Company.

Annexure I

No.	Particulars	Details
(a)	Brief Description of the SEDEMAC Employee Stock Option Plan 2014	The objective of the SEDEMAC Employee Stock Option Plan 2014 is to reward eligible employees and enable them to participate in the ownership of the Company and share in its wealth creation and encourage Eligible Employees to align individual performance and interests with Company objectives. The SEDEMAC Employee Stock Option Plan 2014 shall be administered and implemented by the Nomination and Remuneration Committee.
(b)	Total number of Options to be offered and granted	The total number of Options to be granted under the SEDEMAC Employee Stock Option Plan 2014 shall not exceed **23,44,500 (Twenty Three Lakhs Forty Four Thousand Five Hundred)** Options**.** Each Option when exercised would be converted into one equity share of INR 10/- (Rupees Ten only) each fully paid up. The members of the Company had originally authorized as of 25 March 2014 to grant employee stock options to the eligible employees of the Company, exercisable into not more than 1,563 (One Thousand Five Hundred and Sixty Three) equity shares, with each such Option conferring a right upon the Employee to apply for 1 equity share of the Company, in accordance with the terms and conditions of such issue. Pursuant to the bonus issue of Equity Shares in ratio 1:1499, as approved by the shareholders on September 10, 2025, the maximum number of Options that can be issued in aggregate under the SEDEMAC Employee Stock Option Plan 2014 has increased from 1,563 (One Thousand Five Hundred and Sixty Three) Options corresponding to 1,563 (One Thousand Five Hundred and Sixty Three) Shares to 23,44,500 (Twenty Three Lakhs Forty Four Thousand Five Hundred) Options corresponding to 23,44,500 (Twenty Three Lakhs Forty Four Thousand Five Hundred) Shares. As on July 16, 2026, out of the total pool of 23,44,500 (Twenty Three Lakhs Forty Four Thousand Five Hundred) Options under the 'SEDEMAC Employee Stock Option Plan 2014' an aggregate of 22,23,000 (Twenty Two Lakhs Twenty Three Thousand) Options have been granted, 20,85,000 (Twenty Lakhs Eighty Five Thousand) Options have been exercised and 1,44,000 (One Lakh Forty Four Thousand) Options have lapsed and added back to the ESOP Pool. Therefore, 1,21,500 (One Lakh Twenty-One Thousand Five Hundred) Options are available for further grants.
(c)	Identification of classes of employees entitled to participate and be beneficiaries in the SEDEMAC	The following classes of employees are entitled to participate in the SEDEMAC Employee Stock Option Plan 2014: <u>Prior to Listing:</u>

	Employee Stock Option Plan 2014	(a) a permanent employee of the Company who has been working in India or outside India; or (b) a director, whether whole time director or not but excluding an independent director of the Company; or (c) an employee or director as defined in sub-clauses (a) or (b) of subsidiary(ies), in India or outside India, or of a holding company of the Company; but shall not include: (a) an employee who is a promoter or a person belonging to the promoter group; or (b) a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding equity shares of the Company. <u>Post Listing</u>: (a) an employee as designated by the Company, who is exclusively working in India or outside India; or (b) a director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or (c) an employee or director as defined in sub-clauses (a) or (b), of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the Company; but shall not include: (a) an employee who is a promoter or belongs to the promoter group; (b) a director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% (ten per cent) of the outstanding shares of the Company.
(d)	The requirements of vesting and period of vesting	Vesting of options under the SEDEMAC Employee Stock Option Plan 2014 shall be on such date(s) and in such proportion as may be determined by the administrator and such option, would vest not less than 1 (one) year and not more than 5 (five) years from the date of grant of an option. Unless otherwise decided by the administrator, the normal schedule for vesting of options granted

to a grantee shall be as follows:

Period from the date of letter of grant	Percentage of options vested
Upon expiry of 12 months	20%
Upon expiry of 24 months	40%
Upon expiry of 36 months	60%
Upon expiry of 48 months	80%
Upon expiry of 60 months	100%

Subject to the SEDEMAC Employee Stock Option Plan 2014, unless the administrator, in their discretion decide otherwise, options will vest in a grantee after the expiry of each individual vesting period as specified in respect of such options in the letter of grant provided the grantee has fulfilled other conditions for vesting, if any prescribed by the administrator, including that the grantee has been in the continuous and uninterrupted employment of the Company from the date of grant of the options until the date of such vesting.

Additionally, the vesting of options granted to the employees may expire or lapse or forfeit or accelerate (as the case maybe) in the following circumstances:

(a) an unvested option that does not, due to any reason, vest in a grantee (for e.g. due to cessation of employment of the grantee prior to the expiry of the vesting period) shall, without any further action by the Company, Administrator or the grantee and without any liability to the Company and/or the Administrator, lapse irrevocably and be deemed to have been forfeited by the grantee and all rights of the grantee thereunder shall stand extinguished;

(b) if the cessation of employment of the Grantee is due to reasons of Permanent Disability of the Grantee/ death of the Grantee, all unvested options will upon such occurrence deem to be vested in an accelerated manner on the date of the Permanent Disability/death of the Grantee;

(c) if the employment of the grantee is terminated by the Company with cause (as determined by the Company in its discretion), notwithstanding the Exercise Period specified for such Options in the relevant Letter of Grant, all the outstanding Options of such Grantee (i.e. Unvested Options and Vested Options that have not been exercised by the Grantee as on such date) shall automatically immediately upon intimation of such termination to the relevant Grantee,

		without any liability to the Company and/or the Administrator, lapse irrevocably and be deemed to be forfeited and all rights of the Grantee thereunder shall stand extinguished; (d) if the employment of the Grantee is terminated at the option of the Company without cause, i.e. at the convenience of the Company, then all Unvested Options of the Grantee shall, without any liability to the Company and/or the Board, automatically lapse irrevocably and be deemed to be forfeited and all rights of the Grantee thereunder shall stand extinguished immediately on the date of notice of such termination to the Grantee; (e) if the cessation of employment of the Grantee is due to reasons of normal retirement as per the Company's internal policies then, prior to Listing, subject to compliance with the minimum Vesting Period of 1 (one) year, all Unvested Options will Vest on an accelerated basis as on the date of such retirement of the Grantee; (f) if the employment of the Grantee is terminated due to the voluntary resignation by the Grantee then all Unvested Options of the Grantee shall, without any liability to the Company and/or the Board, automatically lapse irrevocably and be deemed to be forfeited and all rights of the Grantee thereunder shall stand extinguished immediately on the date of notice of such termination to the Grantee; (g) For grants made after 09 October 2025, the period of leave shall not be considered in determining the Vesting Period in the event the Employee is on a sabbatical. In all other events including approved earned leave and sick leave, the period of leave shall be included to calculate the Vesting Period unless otherwise determined by the Administrator.
(e)	The maximum period within which the Options shall be vested	Vesting of options under the SEDEMAC Employee Stock Option Plan 2014 shall be on such date(s) and in such proportions as may be determined by the administrator and such option would vest not more than 5 (five) years from the date of grant of an option.
(f)	The exercise price or the formula for arriving at the same	The exercise price shall be set out in the letter of grant and for each Option shall be a price between 30% to 60% of the applicable Last Round Securities Price (as defined in the SEDEMAC Employee Stock Option Plan 2014), unless otherwise determined by the Administrator. Subject to Applicable Laws, the Administrator may determine the Exercise Price to be the Fair Market Value (as defined in the SEDEMAC Employee Stock Option Plan 2014) on the date of grant or an amount higher or lower than such Fair Market Value (as defined in the SEDEMAC Employee Stock Option

		Plan 2014), provided that if the Administrator specifically decides to provide for a lower price, such lower price shall not be lower than the face value of the Shares. Post listing, the exercise price shall be in compliance with the SBEB & SE Regulations, as applicable from time to time.
(g)	The exercise period and process of exercise	(A) Exercise period shall mean the time period within which the eligible employee shall have the right to exercise his/her right to apply for shares against the vested Options vested in him/her in pursuance of the SEDEMAC Employee Stock Option Plan 2014 which shall not exceed (i) for the Options granted until October 9 2025, 15 (fifteen) years from the date of vesting of the Options; and (ii) for the Options granted post October 9 2025, 3 (three) years from the date of vesting of the Options. The exercise period for Options that have been granted prior to October 9 2025 shall commence from the date of expiry of the relevant vesting period and terminate on the earlier of (i) the date of an IPO; and (ii) the relevant date as determined in accordance with the provisions of Clause 9.1 of the SEDEMAC Employee Stock Option Plan 2014 (in case of cessation of the employment of the eligible employee for any reason prior to the expiry of the periods mentioned in (i) above), unless otherwise extended by the Administrator. For the Options granted post October 9 2025, the exercise period shall be as set out in the letter of grant in accordance with the terms of the SEDEMAC Employee Stock Option Plan 2014. (B) Vested Options are to be exercised as follows, as per the terms of the SEDEMAC Employee Stock Option Plan 2014: During employment – All vested Options are to be exercised within the exercise period. In case of cessation of the employment of a grantee, the following shall apply in respect of Options granted to such grantee: (a) if the cessation of employment of the grantee is due to reasons of permanent disability of the grantee, the grantee (or person duly authorized by him/her to the satisfaction of the Administrator) may exercise (in the manner set out in the SEDEMAC Employee Stock Option Plan 2014) all vested Options and unvested Options (which will upon such occurrence deem to be vested in an accelerated manner on the date of permanent disability) of the grantee within a period of 90 (Ninety) days from the date of cessation of employment of such grantee, or the exercise period as determined by the Administrator (not exceeding the maximum exercise period as set out in the SEDEMAC Employee Stock Option Plan 2014), whichever is earlier. Notwithstanding the exercise period specified for such Options in the relevant letter of grant, the Options, to the extent not exercised within such period shall immediately on the expiry of such period, without any further action by the Company, the Administrator or the grantee and without

		any liability to the Company and/or the Administrator, lapse irrevocably and be deemed to be forfeited by the grantee (and his/her authorised representative) and all rights of the grantee (and his/her authorised representative) thereunder shall stand extinguished; (b) if the cessation of employment of the grantee is due to the death of the grantee, the nominee of the grantee (as mentioned in the letter of acceptance to the letter of grant) or person duly authorized by him/her to the satisfaction of the Administrator may exercise (in the manner set out in the SEDEMAC Employee Stock Option Plan 2014) all vested Options and unvested Options (which will upon such occurrence deem to be vested in an accelerated manner on the date of the death of the grantee) of the grantee within a period of 90 (Ninety) days from the date of the grantee's death or the exercise period as determined by the Administrator (not exceeding the maximum exercise period as set out in the SEDEMAC Employee Stock Option Plan 2014), whichever is earlier. Notwithstanding the exercise period specified for such Options in the relevant letter of grant, the Options, to the extent not exercised within such period shall immediately on the expiry of such period, without any further action by the Company, the Administrator or the nominee of the grantee and without any liability to the Company and/or the Administrator, lapse irrevocably and be deemed to be forfeited by the grantee (and his/her nominee) and all rights of the grantee (and his/her nominee) thereunder shall stand extinguished; (c) if the employment of the grantee is terminated at the option of the Company without cause, i.e. at the convenience of the Company, then the grantee may exercise (in the manner prescribed in the SEDEMAC Employee Stock Option Plan 2014) any outstanding vested Options prior to the earlier of (A) the expiry of his/her notice period, if any; and (B) one month from the last day of his/her attending office. Notwithstanding the exercise period specified for such Options in the relevant letter of grant, the vested Options, to the extent not exercised within such period shall immediately on the expiry of such period, without any further action by the Company, the Administrator or the grantee and without any liability to the Company and/or the Administrator, lapse irrevocably and be deemed to be forfeited by the grantee and all rights of the grantee thereunder shall stand extinguished; (d) if the cessation of employment of the grantee is due to reasons of normal retirement as per the Company's internal policies then, prior to listing, subject to compliance with the minimum vesting period of 1 (one) year, all unvested Options will vest on an accelerated basis as on the date of such retirement of the grantee and the grantee may exercise all vested Options within 90 (ninety) days from the last working date or the exercise period as determined by

		the Administrator (not exceeding the maximum exercise period as set out in the SEDEMAC Employee Stock Option Plan 2014), whichever is earlier, as per the terms of the SEDEMAC Employee Stock Option Plan 2014; and post listing, unless otherwise determined by the Administrator, all unvested Options as on the date of retirement will continue to vest as per the original vesting schedule and all (1) vested Options as on the date of such retirement may be exercised by the grantee 90 (ninety) days from the last working date or the exercise period as determined by the Administrator (not exceeding the maximum exercise period as set out in the SEDEMAC Employee Stock Option Plan 2014), whichever is earlier, as per the terms of the SEDEMAC Employee Stock Option Plan 2014; and (2) vested Options that vest post the last working date may be exercised by the grantee within 90 (ninety) days from the date of vesting or the exercise period as determined by the Administrator (not exceeding the maximum exercise period as set out in the SEDEMAC Employee Stock Option Plan 2014), whichever is earlier, as per the terms of the SEDEMAC Employee Stock Option Plan 2014. (e) Notwithstanding the exercise period specified for such Options in the relevant letter of grant, the Options, to the extent not exercised within such period shall immediately on the expiry of such period, without any further action by the Company, the Administrator or the grantee and without any liability to the Company and/or the Administrator, lapse irrevocably and be deemed to be forfeited by the grantee and all rights of the grantee thereunder shall stand extinguished; (f) if the employment of the grantee is terminated due to the voluntary resignation by the grantee the grantee may exercise (in the manner prescribed in the SEDEMAC Employee Stock Option Plan 2014) any outstanding vested Options prior to the earlier of (A) the expiry of his/her notice period, if any; and (B) one month from the last day of his/her attending office. Notwithstanding the exercise period specified for such Options in the relevant letter of grant, the vested Options, to the extent not exercised within such period shall immediately on the expiry of such period, without any further action by the Company, the Administrator or the grantee and without any liability to the Company and/or the Administrator, lapse irrevocably and be deemed to be forfeited and all rights of the grantee thereunder shall stand extinguished by the grantee; (g) In the event an grantee is transferred or deputed by the Company to the holding company or subsidiary when the Company is unlisted and to a group company, holding company, subsidiary or associate company, when the Company is listed, the Options granted to such grantee shall vest or be exercised as per the terms of grant under the SEDEMAC Employee Stock Option Plan 2014 and as

		specified in the letter of grant, even after such transfer or deputation. Except as set out in the SEDEMAC Employee Stock Option Plan 2014, all unvested Options shall stand cancelled on the date of separation of the grantee from the Company. (h) For an employee continuing in service of the Company, his / her Options can be exercised as per the terms contained in the SEDEMAC Employee Stock Option Plan 2014. It is clarified that the Options can continue to vest and can be exercised even if there is a movement from an employment role to a director role, which falls within the ambit of 'employee', and the same shall not be considered as a break in service for the purposes of the SEDEMAC Employee Stock Option Plan 2014 and in such a situation, reference to "employment" in any other clause in the SEDEMAC Employee Stock Option Plan 2014 shall be construed as "association" as required. (C) Exercise process: The vested Options of a grantee, may be exercised, in whole or in part, in accordance with the SEDEMAC Employee Stock Option Plan 2014, by giving to the Company, notice in writing along with payment of the exercise price in respect of such vested Option (in the manner specified by the Board) and undertaking all other actions that may be prescribed by the Board from time to time in this regard prior to the expiration of the exercise period. A vested Option shall be deemed to be exercised only after all actions for exercise have been completed by the grantee to the satisfaction of the Administrator and subject to fulfillment of the terms of exercise as per the SEDEMAC Employee Stock Option Plan 2014. The portion of vested Options, if any that are unexercised by the grantee will continue to be available for exercise to the grantee (or nominee of the grantee, if applicable) until the expiry of the applicable exercise period in accordance with the terms of the SEDEMAC Employee Stock Option Plan 2014. Unless specifically provided otherwise under the SEDEMAC Employee Stock Option Plan 2014, only the grantee can exercise a vested Option. No vested Option shall be exercisable in its fractional form. On exercise of any vested Option(s) by a grantee, the Administrator shall, within 45 (Forty Five) days thereafter and subject to fulfillment by the grantee of all its obligations in this regard, allot to the grantee the equity shares in respect of the vested Options so exercised. Notwithstanding the exercise of a vested Option by a grantee, until the corresponding equity share(s) are issued to the grantee (as evidenced by the appropriate entry on the books of the Company), the grantee shall not hold or otherwise be entitled to any right to vote or receive dividends or any other rights as a shareholder of the Company with respect to such equity share(s).

(h)	The appraisal process for determining the eligibility of employees to participate in the SEDEMAC Employee Stock Option Plan 2014	The administrator shall have the authority in its discretion to select the eligible employees to whom options may from time to time be granted under the SEDEMAC Employee Stock Option Plan 2014.
(i)	The maximum number of Options to be offered and issued per employee and in aggregate	The maximum available Options that can be issued or offered in aggregate under the SEDEMAC Employee Stock Option Plan 2014 shall be 23,44,500 (Twenty Three Lakhs Forty Four Thousand Five Hundred) Options, which correspond to 23,44,500 (Twenty Three Lakhs Forty Four Thousand Five Hundred) equity shares of the Company of face value of Rs. 10 (Rupees Ten only) each, in one or more tranches. The members of the Company had originally authorized as of 25 March 2014 to grant employee stock options to the eligible employees of the Company, exercisable into not more than 1,563 (One Thousand Five Hundred and Sixty Three) equity shares, with each such Option conferring a right upon the Employee to apply for 1 equity share of the Company, in accordance with the terms and conditions of such issue. Pursuant to the bonus issue of Equity Shares in ratio 1:1499, as approved by the shareholders on September 10, 2025, the maximum number of Options that can be issued in aggregate under the SEDEMAC Employee Stock Option Plan 2014 has increased from 1,563 (One Thousand Five Hundred and Sixty Three) Options corresponding to 1,563 (One Thousand Five Hundred and Sixty Three) Shares to 23,44,500 (Twenty Three Lakhs Forty Four Thousand Five Hundred) Options corresponding to 23,44,500 (Twenty Three Lakhs Forty Four Thousand Five Hundred) Shares. The maximum available Options that can be issued or offered per eligible employee under the SEDEMAC Employee Stock Option Plan 2014 shall be 23,44,500 (Twenty Three Lakhs Forty Four Thousand Five Hundred) Options.
(j)	Maximum quantum of benefits to be provided per Employee under the SEDEMAC Employee Stock Option Plan 2014	The maximum available Options that can be issued or offered per eligible employee under the SEDEMAC Employee Stock Option Plan 2014 shall be 23,44,500 (Twenty Three Lakhs Forty Four Thousand Five Hundred) Options. There is no contemplation of benefit other than grant of Options and the maximum quantum of benefits arising out of Options per employee shall be subject to the ceiling specified above.
(k)	Whether the SEDEMAC Employee Stock Option Plan 2014 is to be implemented and	The SEDEMAC Employee Stock Option Plan 2014 is to be implemented directly by the Company.

	administered directly by the Company or through a trust	
(l)	Whether the SEDEMAC Employee Stock Option Plan 2014involves new issue of shares by the Company or secondary acquisition by the trust or both	The SEDEMAC Employee Stock Option Plan 2014 envisages new issuance of shares and does do not contemplate secondary acquisition.
(m)	The amount of loan to be provided for implementation of the SEDEMAC Employee Stock Option Plan 2014by the company to the trust, its tenure, utilization, repayment terms, etc.	Not applicable.
(n)	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the SEDEMAC Employee Stock Option Plan 2014	Not applicable.
(o)	A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15 of the SBEB & SE Regulations.	The Company shall conform to the accounting policies specified in Regulation 15 of the SBEB & SE Regulations.
(p)	The method which the company shall use to value its Options	The Company shall follow the fair value method for computing the compensation cost for Options.

(q)	The following statement, if applicable: 'In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report'	Not applicable.
(r)	The lock-in period, if any	Clause 8.1 of the SEDEMAC Employee Stock Option Plan 2014 provides that a grantee shall not sell or transfer any equity shares issued to him/her under the SEDEMAC Employee Stock Option Plan 2014 to any person except to the extent and in the manner specifically permitted under the SEDEMAC Employee Stock Option Plan 2014 or with the prior written approval of the Administrator. Subject to the SEDEMAC Employee Stock Option Plan 2014 and applicable laws, prior to listing, the transfer of any equity shares by a grantee to a third party purchaser (to the extent permitted as per the provisions of the SEDEMAC Employee Stock Option Plan 2014), shall at all times be subject to the approval of the Administrator and the provisions of the articles of association of the Company and further, the grantee shall ensure that each such third party purchaser executes a deed of adherence and any other document as may be provided/required by the board (in the format satisfactory to the Administrator) prior to transferring any shares to such third party purchaser. Any transfer of equity shares otherwise than in accordance with the above will be null and void. As the equity shares of the Company got listed on the NSE and BSE on March 11, 2026 these terms are redundant.

(s)	Terms & conditions for buyback, if any, of specified securities covered under the SBEB & SE Regulations	Not applicable.

Item No. 2:

The Company had implemented an employee stock option scheme namely **'SEDEMAC Mechatronics Employee Stock Option Scheme – 2025'** in terms of the Companies Act, 2013 ("Act") and provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB & SE Regulations**"), for the grant of employee stock options ("Options") to employees of the Company, which was duly approved by the Members *vide* their special resolution dated May 29, 2025 and further amended on September 10, 2025 prior to Company's initial public offer **("IPO")**, to attract and retain appropriate human talent, to motivate with incentives and reward opportunities, to achieve sustained growth of the Company and the creation of shareholder value by aligning the interests of employees with the long term interests of the Company and its shareholders and to create a sense of ownership and participation amongst employees.

Subsequently, the Company successfully completed its IPO, listing its equity shares on March 11, 2026 on the National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**"). The Board of Directors ("**Board**") were informed that, in terms of Regulation 12 (1) of the SBEB & SE Regulations, any fresh grant of Options post listing can be made under SEDEMAC Mechatronics Employee Stock Option Scheme – 2025 only in compliance with the SBEB & SE Regulations and post ratification of same by the members of the Company.

Accordingly, SEDEMAC Mechatronics Employee Stock Option Scheme – 2025 is being placed before the members for ratification in terms of the aforesaid SBEB & SE Regulations, after which the Company would be able to grant Options and issue shares under SEDEMAC Mechatronics Employee Stock Option Scheme – 2025.

The said proposal of ratification of SEDEMAC Mechatronics Employee Stock Option Scheme – 2025 was already approved by the Nomination and Remuneration Committee ("**Committee**") and the Board of Directors ("**Board**") of the Company at their meeting held on July 16, 2026**,** subject to approval of the Members of the Company.

The Nomination and Remuneration Committee shall administer the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025 in accordance with the applicable laws.

The salient features and other details of the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025 as required under Regulation 12(1) of the SBEB & SE Regulations are provided in **Annexure II**.

None of the Directors or Key Managerial Personnel (as defined under the Act) and their immediate relatives are concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company.

The Board, accordingly, recommends the passing of a special resolution as set out at item no. 2 of this Notice, for the approval of the Members of the Company.

Annexure II

No.	Particulars	Details
(a)	Brief Description of the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025	The objective of the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025 is to attract and retain appropriate human talent, to motivate with incentives and reward opportunities, to achieve sustained growth of the Company and the creation of shareholder value by aligning the interests of employees with the long term interests of the Company and its shareholders and to create a sense of ownership and participation amongst employees. The SEDEMAC Mechatronics Employee Stock Option Scheme – 2025 shall be administered and implemented by the Nomination and Remuneration Committee.
(b)	Total number of Options to be offered and granted	The total number of Options to be granted under the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025 shall not exceed **9,75,000 (Nine Lakhs Seventy-Five Thousand)** Options**.** Each Option when exercised would be converted into one equity share of INR 10/- (Rupees Ten only) each fully paid up. The members of the Company had originally authorized as of 29 May 2025 to grant employee stock options to the eligible employees of the Company, exercisable into not more than 650 (Six Hundred and Fifty) equity shares, with each such Option conferring a right upon the employee to apply for 1 equity share of the Company, in accordance with the terms and conditions of such issue. Pursuant to the bonus issue of equity shares in ratio 1:1499, as approved by the shareholders on September 10, 2025, the maximum number of Options that can be issued in aggregate under this pool has increased from 650 (Six Hundred and Fifty) Options corresponding to 650 (Six Hundred and Fifty) Shares to 9,75,000 (Nine Lakhs Seventy-Five Thousand) Options corresponding to 9,75,000 (Nine Lakhs Seventy-Five Thousand) Shares. As on __ July, 2026, out of the total pool of 9,75,000 Options (Nine Lakhs Seventy-Five Thousand) under the 'SEDEMAC Mechatronics Employee Stock Option Scheme – 2025' an aggregate of 2,44,500 (Two Lakh Forty Four Thousand Five Hundred) Options have been granted, 0 (Zero) Options have been exercised and 0 (Zero) Options have lapsed. Therefore, 7,30,500 (Seven Lakh Thirty Thousand Five Hundred) Options are available for further grants.
(c)	Identification of classes of employees entitled to participate and be beneficiaries in the SEDEMAC	The following classes of employees are entitled to participate in the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025: <u>Prior to Listing:</u>

	Mechatronics Employee Stock Option Scheme – 2025	(a) a permanent employee of the Company who has been working in India or outside India; or (b) a director, whether whole time director or not but excluding an independent director of the Company; or (c) an employee as defined in sub-clauses (a) or (b) of subsidiary(ies), in India or outside India, or of a holding company of the Company; but shall not include: (a) an employee who is a promoter or belongs to the promoter group; (b) a director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% (ten per cent) of the outstanding shares of the Company. <u>Post Listing:</u> (a) an employee as designated by the Company, who is exclusively working in India or outside India; or (b) a director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or (c) an employee as defined in sub-clauses (a) or (b), of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the Company; but shall not include: (c) an employee who is a promoter or belongs to the promoter group; (d) a director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% (ten per cent) of the outstanding shares of the Company.
(d)	The requirements of vesting and period of vesting	The Options granted under the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025 shall vest not less than 1 (one) year and not more than 5 (five) years from the date of grant of an Option,

		subject to satisfaction of the vesting conditions as may be determined by the Administrator. Notwithstanding anything contained hereinabove, upon listing, in case of death or permanent disability of an option holder, the minimum vesting period of 1 (one) year from the grant date shall not apply. Unless otherwise determined by the Administrator and set out in the grant letter, the Options that have been granted shall, subject to satisfaction of applicable conditions, vest in equal proportions over 4 (four) years from the grant date, with the first vesting being on the first anniversary of the grant date. The vesting schedule and vesting conditions, if any, subject to which vesting would take place shall be specified in the grant letter issued to the option holder at the time of grant which may inter alia, include (A) performance conditions (including but not limited to the employee's, employee's team's, office's, Company's performance, group company's performance, determined on the basis of enrolments, ranks, revenue and profitability or any other performance condition the Administrator may decide at its discretion) for the Options to vest; and (B) time-based conditions. (based on the option holder continuing to be an employee of the Company as on certain specified dates/periods as decided by the Administrator at its discretion) for the Options to vest. Further, unless the Administrator decides otherwise, no Options shall vest in an option holder, if such option holder is in breach of Company's policies / terms of employment.
(e)	The maximum period within which the Options shall be vested	All the Options granted under the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025 shall vest on such dates and such proportions as may be determined by the administrator. However, such Options shall not vest later than 5 (five) years from the date of grant of the Option.
(f)	The exercise price or the formula for arriving at the same	The exercise price shall be the amount determined by the Administrator at the time of the grant and set out in the grant letter as payable by the option holder for exercising each of the vested options provided that the price is in conformity with applicable accounting standards. Subject to applicable laws, the Administrator may determine the exercise price to be the 'Fair Market Value' (as defined in the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025) on the date of grant or an amount higher or lower than such 'Fair Market Value', provided that if the Administrator specifically decides to provide for a lower price, such lower price shall not be lower than the face value of the shares of the Company.

		Further, post listing, the exercise price shall be in compliance with the SBEB & SE Regulations, as applicable from time to time.
(g)	The exercise period and process of exercise	(A) Exercise period means the time period commencing from the date of vesting within which the option holder should exercise the vested Option, which shall, subject to the terms of this SEDEMAC Mechatronics Employee Stock Option Scheme – 2025, not exceed 15 (fifteen) years from the date of vesting of the Options. (B) Vested Options are to be exercised as follows, as per the terms of the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025: (i) During Employment – All vested Options are to be exercised within the exercise period. (ii) Death – All vested Options are to be exercised by the option holders' nominee or legal heir(s) within 1 (one) year from the death of the option holder or the exercise period, whichever is earlier, as per the terms of the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025. (iii) Permanent Disability – All vested Options are to be exercised by the option holder / option holders' nominee (if the option holder is not able to exercise) within 1 (one) year from the date of separation from employment of the option holder from the Company due to such permanent disability or the exercise period, whichever is earlier, as per the terms of the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025. (iv) Retirement or Superannuation – (a) Prior to listing, subject to compliance with the minimum vesting period of 1 (one) year, all unvested Options will vest on an accelerated basis as on the date of such retirement or superannuation of the option holder and the option holder may exercise all vested Options within 1 (One) year from the last working date or the exercise period, whichever is earlier. (b) Post listing, unless otherwise determined by the administrator, all unvested Options as on the date of retirement will continue to vest as per the original vesting schedule and all (i) vested Options as on the

		date of such retirement or superannuation may be exercised by the Option holder within 1 (One) year from the last working date or the exercise period, whichever is earlier; and (ii) vested Options that vest post the last working date may be exercised by the option holder within 1 (One) year from the date of vesting or the exercise period, whichever is earlier, as per the terms of the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025. (v) Termination of employment for Cause – All Options (unvested and vested), as on the date of termination of employment, will expire and stand terminated with immediate effect. The term “Cause” shall mean any act or omission by an employee amounting to misconduct, fraud, breach of any contract with the Company (including breach of a non-compete covenant), negligence, unethical practices or any other non-compliance or violation of any Applicable Laws and includes any misconduct under the Company policies/ terms of employment and/ or under laws which would permit summary dismissal under applicable laws or as the Board may deem appropriate, or any act as determined by the board to be detrimental to the Company, its financial position and its interests, in any manner. (vi) Termination of employment for any reason other than Cause or as a good leaver – All vested Options are to be exercised within 1 (one) month from the last working date of the option holder or the exercise period, whichever is earlier, unless otherwise determined by the Administrator. “Good Leaver” mean an employee whose employment is terminated by the Company for reason other than for “Cause” to the Company, as determined by the Administrator, including (a) ill-health preventing continued employment, based on a certificate of one or more medical experts identified by the Administrator; (b) redundancy; (c) termination by the Company as a result of underperformance by the employee other than for Cause; and (d) for any other reason, if the Administrator so decides. (vii) Resignation – All vested Options are to be exercised within 1 (one) month from the last working date of the option holder or the exercise period, whichever is earlier, as per the terms of the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025, provided that the option holder

		has served the requisite notice period. In the event that the option holder has not served the requisite notice period, then unless otherwise determined by the Administrator, all vested and unvested options as on the option holder's last working date shall lapse. (viii) Transfer or deputation: In the event an option holder is transferred or deputed by the Company to the holding or subsidiary Company when the Company is unlisted and to a group company or associate company, when the Company is listed, the Options granted to such option holder shall vest or be exercised as per the terms of grant under the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025 and as specified in the grant letter, even after such transfer or deputation. (ix) Compliance with post-employment obligations: In the event that the Administrator determines that the option holder has violated any of the post-employment obligations as set out in the Company policies / terms of employment executed between the option holder and the Company, or the provisions set out in Annexure I to the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025, then all unvested and vested Options held by the option holder, as on the date of such determination, shall expire and stand terminated with immediate effect and the option holder will not be permitted to exercise any rights in respect thereof. Subject to applicable laws, the Administrator may at its absolute discretion, require the option holder to compulsorily transfer the shares issued to the option holder upon exercise of vested options, as per the terms of articles of association of the Company, shareholders' agreement executed by the option holder and / or the grant letter, to the Company or any of its nominee. (C) Exercise process: The method of payment of the exercise price shall be determined by the administrator and may include (i) option holder making the payment to the Company through normal banking channels, such as NEFT/RTGS or issuance of demand draft; (ii) the option holder's approval or consent to the Company to deduct such amount from her/his salary or other entitlements, due and payable; (iii) consideration received by the Company under a cashless exercise program implemented by the Company in connection with this SEDEMAC Mechatronics Employee Stock Option Scheme – 2025 subject to applicable laws; or (iv) any combination of the foregoing

		methods of payment, provided that any such mechanism at the relevant point is allowed under applicable laws. (D) The Options shall be deemed to have been exercised for shares only when the Company receives: (i) a written notice of exercise from the option holder, in such form as may be prescribed; and (ii) full payment of exercise price and amount payable as tax under the relevant tax laws, in force at the relevant time, including payment of the stamp duty applicable on registration and issues of shares.
(h)	The appraisal process for determining the eligibility of employees to participate in the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025	The appraisal process for determining the eligibility of the employees will be specified by the administrator and will be based on (i) the periodic appraisal of employee(s) and / or any team or group of the Company of which such employee(s) is/are part of; (ii) subject to such employee(s) qualifying under the eligibility criteria, and (iii) to select new hires, as an incentive to join and to act as a retention tool, if any, to determine whether employee(s) is/are eligible employee(s) and satisfy(ies) the eligibility criteria for the grant of Options under the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025.
(i)	The maximum number of Options to be offered and issued per employee and in aggregate	The maximum available Options that can be issued or offered in aggregate under the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025 shall be 9,75,000 (Nine Lakhs Seventy Five Thousand) Options, which correspond to 9,75,000 (Nine Lakhs Seventy Five Thousand) equity shares of the Company of face value of Rs. 10 (Rupees Ten only) each, in one or more tranches, on such other terms and conditions as the Administrator (as defined in the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025), may decide from time to time, subject to any adjustment as may be required due to any corporate action or change in control of the Company. The members of the Company had originally authorized as of 29 May 2025 to grant employee stock options to the eligible employees of the Company, exercisable into not more than 650 (Six Hundred and Fifty) equity shares, with each such Option conferring a right upon the employee to apply for 1 equity share of the Company, in accordance with the terms and conditions of such issue. Pursuant to the bonus issue of equity shares in ratio 1:1499, as approved by the shareholders on September 10, 2025, the maximum number of Options that can be issued in aggregate under this pool has increased from 650 (Six Hundred and Fifty) Options corresponding to 650 (Six Hundred and Fifty) Shares to 9,75,000

		(Nine Lakhs Seventy-Five Thousand) Options corresponding to 9,75,000 (Nine Lakhs Seventy-Five Thousand) Shares. The maximum available Options that can be issued or offered per employee under the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025 shall be 9,75,000 (Nine Lakhs Seventy Five Thousand) Options.
(j)	Maximum quantum of benefits to be provided per Employee under the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025	The maximum available Options that can be issued or offered per employee under the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025 shall be 9,75,000 (Nine Lakhs Seventy Five Thousand) Options. There is no contemplation of benefit other than grant of Options and the maximum quantum of benefits arising out of grant of Options per employee shall be subject to the ceiling specified above.
(k)	Whether the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025 is to be implemented and administered directly by the Company or through a trust	The SEDEMAC Mechatronics Employee Stock Option Scheme – 2025 is to be implemented directly by the Company.
(l)	Whether the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025 involves new issue of shares by the company or secondary acquisition by the trust or both	SEDEMAC Mechatronics Employee Stock Option Scheme – 2025 envisages new issuance of shares and does do not contemplate secondary acquisition.
(m)	The amount of loan to be provided for implementation of the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025 by the company to the trust, its tenure,	Not applicable.

	utilization, repayment terms, etc.	
(n)	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the SEDEMAC Mechatronics Employee Stock Option Scheme – 2025	Not applicable.
(o)	A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15 of the SBEB & SE Regulations	The Company shall conform to the accounting policies specified in Regulation 15 of the SBEB & SE Regulations.
(p)	The method which the company shall use to value its Options	The Company shall follow the fair value method for computing the compensation cost for Options.
(q)	The following statement, if applicable: 'In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this	Not applicable.

	difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report'	
(r)	The lock-in period, if any	Until listing, (i) the shares allotted pursuant to exercise of Options shall be subject to a lock-in for a period of 6 (six) months from the date of their allotment, or occurrence of an IPO, whichever is earlier. The option holder shall not be entitled to transfer such shares during the lock-in period; and (ii) post the completion of the lock-in period, the option holder may be required to transfer the shares to an identified shareholder of the Company or a third party.
(s)	Terms & conditions for buyback, if any, of specified securities covered under the SBEB & SE Regulations	Not applicable.

By Order of the Board of Directors
For SEDEMAC Mechatronics Limited
(Formerly SEDEMAC Mechatronics Private Limited)

Sd/-
Prasad Rajendra Chavan
Company Secretary and Compliance Officer
Membership No.: A49921

Date: July 16, 2026
Place: Pune

CIN: L29253PN2007PLC246956
Website: www.sedemac.com
Email: cs@sedemac.com

Registered Office:
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