HIGHNESS MICROELECTRONICS LIMITED

Date: November 12, 2026

To,
The Manager – Listing Department
BSE Limited
Phizore Jeejeebhoy Towers,
Dalal Street, Mumbai, 400001
Maharashtra, India.

Company Scrip Code: 544741

Subject: Submission of Notice of 01/2026-2027 Extra Ordinary General Meeting of the Company.

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, please find enclosed the Notice of the Extra- Ordinary General Meeting ("EGM Notice") of the Shareholders of the Company, to be held on Friday, December 04, 2026 at 12:00 noon (IST) through Video Conferencing/Other Audio-Visual Means ("VC/OVAM") facility in accordance with the applicable circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI").

The Notice of the EGM is also uploaded on the Company's website and can be accessed at https://highnessmicro.com/.

Further the Company has fixed Friday, November 27, 2026 as the cut-off date for ascertaining the names of the members holding shares, who will be entitled to cast their votes electronically in respect of the business(es) to be transacted as per the Notice of the EGM.

You are requested to take the same on your records.

Thanking you,
Yours faithfully,
For Highness Microelectronics Limited

GAURAV KEJRIWAL
Digitally signed by GAURAV KEJRIWAL
Date: 2026.11.12 16:23:29 +05'30'

Gaurav Kejriwal
Managing Director
DIN: 01506981

Notice of Extra-Ordinary General Meeting

Notice is hereby given to all the Members of the Company that 1st Extra-Ordinary General Meeting (EGM) of HIGHNESS MICROELECTRONICS LIMITED ("the Company") of the Financial Year 2026-27 will be held on Friday, 04th day of December, 2026 at 12.00 noon through Video Conferencing ("VC"), or Other Audio-Visual Means ("OAVM") deemed to be at the Registered Office of the Company situated at Office 1C3, 1st Floor, Gundecha Onclave, Kherani Road, Saki Vihar, Andheri (East), Mumbai- 400 072 to transact the following business:

SPECIAL BUSINESS:

1. **Issuance of Equity Shares of the Company on a Preferential Basis ("Preferential Allotment")**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), read with the rules framed thereunder (including any statutory amendment(s) or modification(s) or variation(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), the Listing Agreement entered into by the Company with BSE Limited and subject to other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ('SEBI') and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as 'Applicable Regulatory Authorities') from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and the Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any of its committees duly constituted / to be constituted by the Board of Directors to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to offer, issue and allot upto 3,44,000 (Three Lakh Forty-Four Thousand Only) Equity Shares of face value of ₹10/- (Ten Only) each for cash at an issue price of Rs. 315/- (Rupees Three Hundred and Fifteen Only), including a premium of Rs.305/- (Three Hundred and Five Only) per Equity Share aggregating to Rs. 10,83,60,000/- (Rupees Ten Crore Eighty-Three Lakh Sixty Thousand Only) ('Total Issue Size'), to the Proposed Allottees as stated herein below ('Allottees'), by way of preferential issue on a private placement basis, subject to applicable law and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations:

Sr. No.	Names of the Proposed Allottees	Category	Maximum No. of Equity Shares to be allotted	Aggregate Consideration (in Rs.)
1.	India Equity Fund (SEBI Registered Category 3 AIF)	Public - AIF	1,30,000	4,09,50,000
2.	Amit Agarwal HUF	Public - HUF	63,000	1,98,45,000
3.	Shruti Agarwal	Public - Individual	63,000	1,98,45,000
4.	Amit Charodiya	Public - Individual	32,000	1,00,80,000
5.	Avora SME Fund 1 (SEBI Registered Category 1 AIF)	Public - AIF	16,000	50,40,000
6.	Kamal Poonamchand Dharewa	Public - Individual	8,000	25,20,000
7.	Kaushal Kedia	Public - Individual	8,000	25,20,000
8.	Raghav Mansinghka	Public - Individual	8,000	25,20,000
9.	Vibha Gupta	Public - Individual	16,000	50,40,000
		Total	**3,44,000**	**10,83,60,000**

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, the relevant date for determining the minimum price for the Preferential Allotment of the Equity Shares shall be Wednesday, November 04, 2026 ("Relevant Date"), being the day 30 days prior to the date of passing of special resolution at Extra Ordinary General Meeting of the shareholders of the Company scheduled to be held, i.e., Friday, 4th day of December, 2026;

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares to Proposed Allottees under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

a. The Equity Shares to be allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

b. The pre-preferential shareholding of the Proposed Allottees, if any, and Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and will be listed on the Stock Exchange, subject to receipt of necessary permissions and approvals.

c. The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the Special Resolution by the Members.

Provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any stock exchange, regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

d. The entire pre-preferential allotment shareholding of the Proposed Allottee, if any, in the Company, shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.

e. The consideration for Preferential Issue shall be paid to the Company from the bank accounts of the respective Proposed Allottee at the time of allotment.

f. Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT subject to receipt of such approvals as may be required under applicable laws, consent of the Members be and is hereby accorded to record the name of the Allottees in Form No. PAS-5 for the issuance of invitation to subscribe to the Equity Shares and private placement offer letter in Form No. PAS-4 containing the terms and conditions, together with an application form be issued to the Allottees inviting them to subscribe to the Equity Shares;

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI (ICDR) Regulations, without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board, Key Managerial Personnel be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard."

By order of the Board
Highness Microelectronics Limited

Sd/-
Gaurav Kejriwal
Managing Director
DIN: 01506981

NOTES:

1. Pursuant to the provisions of the Act and Rules made thereunder, the SEBI Listing Regulations read with circulars issued by the Ministry of Corporate Affairs (MCA) vide its General Circular No. 20/2020 dated May 05, 2020 in conjunction with Circular No. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021,10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/ 2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 (hereinafter collectively referred to as MCA Circulars) and Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/Pod-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/DDHS/P/CIR/2023/0164 dated October 6, 2023, SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (SEBI Circulars) (collectively referred to as the Circulars), Companies are allowed to hold EGM through VC/OAVM, without the physical presence of the Members at a common venue and also to send the Notice of EGM in electronic mode to those Members whose email addresses are registered with the company/depositories. Hence, in compliance with the aforesaid Circulars, the EGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the said EGM.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) and the rules made thereunder in respect of business to be transacted at the Extraordinary General Meeting ("EGM"), as set out under Item No. 1 above is annexed herewith to this notice.

3. The attendance of the members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy by the Members will not be available for this EGM and hence the Proxy Form, Attendance Slip and route map of EGM are not annexed to this Notice. However, Institutional/Corporate Members are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and cast their votes through e-voting. Institutional/Corporate Members are requested to send a scanned copy (PDF/ JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the EGM, pursuant to Section 113 of the Act, to Scrutinizer at chetanmandlia@bdo.in with a copy marked to cs@highnessmicro.com and admin@skylinerta.com.

4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility

of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and other Committees, as applicable and Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

5. In accordance with the aforesaid Circulars, the Notice of the EGM has been sent only through electronic mode to the members who have registered their e-mail addresses with the Company/Depository Participants/ Company's Registrar and Transfer Agent (RTA). The Notice of EGM is also available on the Company's website at www.moldtekengineering.com, on the website of the Stock Exchanges, i.e., BSE Limited (BSE) at www.bseindia.com and on the website of Skyline Financial Service Private Limited at https://www.skylinerta.com.

6. **Registration of e-mail ID:** Members who have not registered their email IDs are requested to do so at the earliest. Members holding shares in: Electronic mode can register their email ID by contacting their respective Depository Participant(s) ("DP").

7. All documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members, without any fees in electronic mode from the date of circulation of this Notice up to the date of the EGM. Members who wish to inspect are requested to write to the Company by sending e-mail to cs@highnessmicro.com .

8. Members may cast their votes through electronic voting system from any place (remote e-voting). The remote evoting period will commence at 9:00 a.m. (IST) on Tuesday, November 01, 2026 and will end at 5:00 p.m. (IST) on Thursday, November 03, 2026. In addition, the facility for voting through e-voting system shall also be made available during the EGM. Members attending the EGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the EGM. Members who have voted through remote e-voting shall be eligible to attend the EGM, however, they shall not be eligible to vote at the meeting.

9. The Board of Directors has appointed Mr. Chetan T. Mandlia Company Secretary in Practice (M. No: F8551) as the 'Scrutinizer' to scrutinize the remote e-voting process and voting during the EGM in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of voting at the EGM, unblock the votes cast through remote e-Voting (votes cast during the EGM and votes cast prior to the EGM) and make consolidated Scrutinizer's Report and submit the same to the Chairperson. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company: www.highnessmicro.com and the website of our E-Voting Service Provider (ESP)

https://www.cdslindia.com/ immediately. The result will simultaneously be communicated to the stock exchanges where the shares of the company are listed.

10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company/ Company's Registrar & Share Transfer Agent (RTA)- in case the shares are held by them in physical in form Form ISR – 1 and other forms pursuant to SEBI Circular dated 3rd November, 2021.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE EGM:

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

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

(i) The voting period begins on Tuesday, December 01, 2026 at 09:00 a.m. and ends on Thursday, December 03, 2026 at 05:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of November 27, 2026 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

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

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at

	https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000

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

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now enter your User ID
   (i) For CDSL: 16 digits beneficiary ID,
   (ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   (iii) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

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

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

(ix) Click on the EVSN for Highness Microelectronics Limited on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

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

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

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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

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

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@highnessmicro.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

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

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

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

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

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their

respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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

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

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

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

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

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

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

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

Statement pursuant to Section 102(1) of the Companies Act, 2013, as amended ('Act') and Secretarial Standard - II on General Meeting

Item No. 1: Issuance of Equity Shares of the Company on a Preferential Basis ("Preferential Allotment"): Special Resolution

The Company needs to raise additional funds to meet the Capital Expenditure including acquisition / purchase of plant, machinery, equipment, testing and ancillary infrastructure at the Company's plant as well as to meet Working Capital Requirements and General Corporate purposes. Considering raising funds through preferential issue to be most cost and time effective way for raising additional capital, the Board of Directors at its meeting dated November 05, 2026 have proposed to create, offer, issue and allot up to 3,44,000 (Three Lakh Forty-Four Thousand Only) fully paid- up equity shares of the Company having face value of Rs. 10/- (Rupees Ten Only) ("Equity Share") each at an issue price of Rs. 315/- (Rupees Three Hundred and Fifteen Only) each to be payable in cash, aggregating up to Rs.10,83,60,000/- (Rupees Ten Crore Eighty-Three Lakh Sixty Thousand Only) ("Total Issue Size") on a preferential basis to Proposed Allottee(s).

In terms of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI (ICDR) Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the Listing Agreement entered into by the Company with BSE Limited ('Stock Exchange') on which the Equity Shares having face value of Rs. 10/- each of the Company ('Equity Shares') are listed, approval of Shareholders of the Company by way of special resolution is required for allotment of equity shares on preferential basis to the Proposed Allotees of the Company.

It may be noted that:

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. All equity shares of the Company held by the Proposed Allotees are in dematerialised form;
3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
4. The Company has obtained the Permanent Account Numbers of the proposed allottees.
5. None of the Promoters and Directors of the Company are fugitive economic offender.

6. The Company does not have any outstanding dues to the SEBI, the Stock Exchanges or the Depositories.
7. The Company is eligible to make the preferential issue under Chapter V of the SEBI (ICDR) Regulations.
8. The Proposed Allottees have represented and declared to the Company that they haven't sold any equity Shares of the Company during the 90 (Ninety) trading days preceding the relevant date, being Wednesday, November 04, 2026.
9. The Proposed Allottees have further confirmed that the Proposed Allottees shall be an entity eligible under SEBI (ICDR) Regulations to undertake the preferential issue.
10. The Company will make the application for in-principal approval to the Stock Exchange, where its equity shares are listed, on the same day when the notice has been sent in respect of the EGM seeking shareholders' approval by way of Special Resolution.

In terms of Section 102 of the Companies Act, 2013 ("Act"), this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1) (c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2) (d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the Securities and SEBI (ICDR) Regulations, necessary information or details in respect of the proposed Preferential Issue of Equity Shares are as under:

A. Particulars of the offer including date of passing of Board resolution:

The Board of Directors of the Company at their meeting held on November 05, 2026, subject to the approval of the Members of the Company and such other regulatory / governmental approvals, as may be required, have approved to issue, offer and allot, up to 3,44,000 fully paid-up equity shares of the Company having face value of Rupees 10/- each issued at a price of Rs. 315/- per Equity Share by way of preferential issue on private placement basis ('Preferential Allotment').

B. Kinds of securities offered and the price at which security is being offered:

3,44,000 (Three Lakh Forty-Four Thousand) Equity Shares of face value of Rs. 10/- each, at an issue price of Rs.315/- per Equity Share (Including premium of Rs. 305/- per Equity share), aggregating to 10,83,60,000/- (Rupees Ten Crore Eighty-Three Lakh Sixty Thousand Only), by way of preferential issue on private placement basis ('Preferential Allotment').

C. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with Pricing Certificate:

The Equity Shares of Company are listed on BSE Limited ('Stock Exchange'), for a period of more than 90 trading days as on the relevant date i.e., November 04, 2026 and are frequently traded in accordance with the SEBI (ICDR) Regulations. The Price of the Equity Shares to be allotted to the Proposed Allottees

of the Company shall not be less than the price determined in accordance with the SEBI ICDR Regulations.

Currently, SEBI ICDR Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

In case of "frequently traded shares (Regulation 164(1) of the SEBI ICDR Regulations):

If the equity shares of the Company have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

a. The 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
b. The 10 trading days' volume weighted average price of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

The Clause 22(2) of the Articles of Association of the Company provides that further shares can be issued to any person, if authorised by a Special Resolution, either for cash or for consideration other than cash, provided that the price of such shares is determined by the valuation report of a registered valuer, as per the applicable provision and subject to such conditions as may be prescribed.

Moreover, the Company has also obtained Pricing Certificate dated November 05, 2026 from Mr. Aditya Chokhra, Chartered Accountant Registered Valuer – Securities or Financial Assets (SFA) having Registration No. – IBBI / RV / 06 / 2020 / 12719.

Pursuant to the above provisions of Regulation 164(1) of the SEBI ICDR Regulations and as per the Pricing Certificate, the minimum price at which the Equity Shares may be issued computes to Rs. 313.56 each.

D. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable since the allotment of equity shares under the Preferential Issue is for cash consideration.

E. The price or price band at/within which the allotment is proposed:

There shall be no price band. All the Equity Shares under this preferential issue shall be made at an issue price of Rs. 315/- per Equity Share, being issue price determined as on the relevant date in accordance with the SEBI (ICDR) Regulations.

F. The Objects of the issue through preferential offer:

The Company intends to utilise the proceeds raised through the Preferential Issue ("Issue Proceeds") mainly towards capital expenditure, including the acquisition and purchase of plant, machinery, equipment, testing and ancillary infrastructure at the Company's plant, and to meet its working capital requirements and general corporate purposes. The funds will be applied primarily to capital expenditure and to working capital requirements arising in the ordinary course of business, as well as to taking new premises on rent or lease. This includes expenses towards the purchase of plant and machinery, employee salaries, operational costs, procurement of raw materials, and payments to vendors and service providers. The funds will also be used for marketing, logistics, rent, insurance, statutory and compliance costs, and for advances and deposits required for the smooth conduct of business operations (collectively, "Working Capital Requirements").

Utilization of Issue Proceeds: The broad range of intended use of the Issue Proceeds for the above Objects is set out herein below:

Sr. No.	Particulars	Total estimated amount to be utilised for each of the Objects (Rupees)	% of Amount raised through Preferential issue of equity Share	Commencement Date	Tentative timelines for utilization of Preferential Net Proceeds from the date of receipt of funds
1.	Capital Expenditure including acquisition purchase of plant, machinery, equipment, testing and ancillary infrastructure at the Company's plant	8,12,70,000	75%	The date of allotment of shares pursuant to the proposed preferential issue ("Commencement Date")	On or before September 30, 2027
2.	Working Capital Requirements and General Corporate Purposes	2,70,90,000	25%	The date of allotment of shares pursuant to the proposed preferential issue ("Commencement	On or before September 30, 2027

				Date")	

The requirement stipulated by BSE Notice No. 20221213-47 dated December 13, 2022 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than Rs. 100 Crore.

The Management shall have the flexibility to deploy and utilise the Net Proceeds towards the respective Objects of the Preferential Issue, based on the actual requirements of the Company, availability of funds, implementation requirements and prevailing business and market conditions. Accordingly, the actual utilisation of the Net Proceeds within each of the aforesaid Objects may vary from the estimated allocation indicated above, depending upon the actual expenditure and funding requirements arising during the implementation of the Objects. The amount allocated towards Capital Expenditure including acquisition purchase of plant, machinery, equipment, testing and ancillary infrastructure at the Company's plant shall, however, be utilised exclusively towards that object, and shall not be utilised towards Working Capital Requirements and General Corporate Purposes. Similarly, the amount earmarked towards Working Capital Requirements and General Corporate Purposes shall be utilised for the purposes falling within the scope of the Working Capital Requirements and General Corporate Purposes Object, subject to the limits prescribed under applicable laws and regulations. Notwithstanding the foregoing, the amount proposed to be utilised towards Working Capital Requirements and General Corporate Purposes shall not exceed twenty-five percent (25%) of the aggregate amount raised by the Company through the Preferential Issue of Equity Shares. The aforesaid flexibility is intended to enable the Company to efficiently deploy the aggregate Net proceeds raised through the Preferential Issue of equity shares in accordance with the actual requirements of the respective Objects, while ensuring that the Net proceeds allocated towards the Capital Expenditure including acquisition purchase of plant, machinery, equipment, testing and ancillary infrastructure at the Company's plant remain earmarked for the specific Object for which they have been allocated. If the net proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining net proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned investments/expenditure and funding requirements and increasing or decreasing the investments/expenditure for a particular purpose from the planned investments/expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds: The Company, in accordance with the provisions of applicable laws, and the policies formulated by our Board from time to time, will have flexibility to deploy the net proceeds of the Preferential Issue. Pending utilisation of the Net Proceeds, our Company shall invest such proceeds in one or more scheduled commercial banks by way of fixed deposits, or certificates of deposit, included in the Second Schedule of the Reserve Bank of India Act, 1934 or to temporarily invest the funds in money market instruments (creditworthy instruments, such as TREPS/ CROMS, T-Bills), as approved by

the Board and/or a duly authorized Committee of the Board, from time to time, and in accordance with applicable laws.

G. The total number of Equity Shares to be issued:

The total number of Equity Shares proposed to be issued is 3,44,000 Equity Shares, of the Company of face value of Rs. 10/- each at a premium of Rs.305/- each.

H. Amount which the company intends to raise by way of such Equity Shares:

Considering, issue price as Rs. 315/- per equity share, the Company intends to raise total sum of Rs.10,83,60,000/-

I. The intention of Promoter(s)/Director(s)/Key Managerial Personnel/Senior Management to subscribe to the offer and contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

The allotment is not proposed to the promoter and promoter group. None of the Promoters, Directors, Key Managerial Personnel or senior management of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Issue.

J. The class or classes of persons to whom the allotment is proposed to be made:

Sr. No.	Name of the Allottees	No. of Equity Shares	Category
1	India Equity Fund	1,30,000	Public - AIF
2	Amit Agarwal HUF	63,000	Public - HUF
3	Shruti Agarwal	63,000	Public - Individual
4	Amit Charodiya	32,000	Public - Individual
5	Avora SME Fund 1	16,000	Public - AIF
6	Kamal Poonamchand Dharewa	8,000	Public - Individual
7	Kaushal Kedia	8,000	Public - Individual
8	Raghav Mansinghka	8,000	Public - Individual
9	Vibha Gupta	16,000	Public - Individual
	Total	**3,44,000**	

The Proposed Allottees have not been, directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.

K. The time within which the preferential issue shall be completed:

As required under SEBI (ICDR) Regulations, the Company shall complete the allotment of Equity Shares as aforesaid on or before the expiry of 15 days from the date of passing of special resolution by the shareholders according consent for preferential issue or in the event of allotment of Equity Shares would require any other approvals or permissions from any regulatory authorities including stock exchange where the shares of the Company are listed or the Central Government, within 15 days from the date of receipt of last of such approvals or permissions as the case may be.

The allotment of the Equity Shares shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottees.

L. Shareholding Pattern of the Company before and after the Preferential Issue:

The shareholding pattern before and after the Preferential Issue offer would be as under:

Sr. No.	Category of Shareholders	Pre-Issue		Post Preferential Issue of Equity Shares	
		No. of Equity Shares	%	No. of Equity Shares	%
A	**Promoter & Promoter Group**				
1.	**Indian**				
a.	Individuals / Hindu Undivided Family	33,54,090	64.96	33,54,090	60.90
	Total Shareholding of Promoters & Promoter Group (A)(1)	**33,54,090**	**64.96**	**33,54,090**	**60.90**
B (1)	**Non-Promoters Holding (Public Shareholding)**				
a.	**Institutions (Indian)**				
	Alternate Investment Funds	4,800	0.09	1,50,800	2.74
b.	**Institutions (Foreign)**				
	Foreign Portfolio Investors Category I	84,000	1.63	84,000	1.53
C	**Public Shareholders**				

	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	9,16,710	17.75	9,56,710	17.37
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	3,22,800	6.25	4,17,800	7.58
	Non-Resident Indians (NRIs)	84,000	1.63	84,000	1.52
	Bodies Corporate	2,66,400	5.16	2,66,400	4.84
	Any Other (HUF)	1,30,800	2.53	1,93,800	3.52
	Non-Promoters Holding (Public Shareholding)	**18,09,510**	**35.04**	**21,53,510**	**39.10**
	Total (A+B)	**51,63,600**	**100.00**	**55,07,600**	**100.00**

Notes:

1. The Pre-Issue Shareholding Pattern is as on September 30, 2026 (Half yearly results filed with Stock Exchange)
2. The Post-Issue Shareholding Pattern in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the equity shares which they intent to do so and on fully diluted basis and the Pre-Issue Shareholding Pattern continue to be the same. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares, the Shareholding Pattern in the above table would undergo corresponding changes.
3. It is further assumed that Shareholding of the Company in all other categories will remain unchanged.
4. The Company will ensure compliance with all applicable laws and regulations including the SEBI (ICDR) Regulations at the time of allotment of Equity Shares of the Company.

M. Details of Proposed Allottees and the identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

Sr. No.	Name of Proposed Allottees	Category	Ultimate Beneficial Owner / Natural Person(s) ultimately controlling the Proposed Allottees
1.	India Equity Fund	Public – AIF	Kondkari Nazer Habib Ur Rehman
2.	Amit Agarwal HUF	Public - HUF	Amit Agarwal
3.	Shruti Agarwal	Public - Individual	Not applicable
4.	Amit Charodiya	Public - Individual	Not applicable
5.	Avora SME Fund 1	Public – AIF	Ankita Rathi/ Aditya Bhutra

6.	Kamal Poonamchand Dharewa	Public - Individual	Not applicable
7.	Kaushal Kedia	Public - Individual	Not applicable
8.	Raghav Mansinghka	Public - Individual	Not applicable
9.	Vibha Gupta	Public - Individual	Not applicable

N. The percentage of post Preferential Issue capital that may be held by them:

Name of Proposed Allottees	Pre-Preferential Allotment		*Post-Preferential Allotment	
	No. of Shares held	% held	No. of Shares held	% held
India Equity Fund	NIL	N.A.	1,30,000	2.36
Amit Agarwal HUF	NIL	N.A.	63,000	1.14
Shruti Agarwal	NIL	N.A.	63,000	1.14
Amit Charodiya	NIL	N.A.	32,000	0.58
Avora SME Fund 1	NIL	N.A.	16,000	0.29
Kamal Poonamchand Dharewa	NIL	N.A.	8,000	0.15
Kaushal Kedia	NIL	N.A.	8,000	0.15
Raghav Mansinghka	NIL	N.A.	8,000	0.15
Vibha Gupta	NIL	N.A.	16,000	0.29

*The post issue shareholding and percentage in the above table has been prepared on the basis that the proposed allottee(s) of equity will subscribe to all the equity shares which they are intent to do so, the proposed allottee(s) of equity shares do not or are unable to subscribe to and/or are not allotted the equity shares, the shareholding and percentage in the above table would undergo corresponding changes.

O. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Sr. No.	Name of Proposed Allottees	Current Status	Proposed Status
1.	India Equity Fund	Non-Promoter	Non-Promoter
2.	Amit Agarwal HUF	Non-Promoter	Non-Promoter
3.	Shruti Agarwal	Non-Promoter	Non-Promoter
4.	Amit Charodiya	Non-Promoter	Non-Promoter
5.	Avora SME Fund 1	Non-Promoter	Non-Promoter
6.	Kamal Poonamchand Dharewa	Non-Promoter	Non-Promoter
7.	Kaushal Kedia	Non-Promoter	Non-Promoter
8.	Raghav Mansinghka	Non-Promoter	Non-Promoter
9.	Vibha Gupta	Non-Promoter	Non-Promoter

P. Change in Control, if any, in the Company consequent to the preferential issue:

There shall be no change in the management or control of the Company pursuant to the issuance and allotment of the equity shares on preferential basis.

Q. Principle terms of assets charged as securities:

Not Applicable

R. Relevant Date:

The relevant date for the purpose of pricing of Equity Shares shall be Wednesday, November 04, 2026, being the day 30 days prior to the date of passing of resolution at General Meeting (i.e., Friday, 4th day of December, 2026).

S. Undertaking:

Further, given that the Equity Shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the Relevant Date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

T. Pricing Certificate:

The Company has also obtained Pricing Certificate dated November 05, 2026 from Mr. Aditya Chokhra, Chartered Accountant Registered Valuer – Securities or Financial Assets (SFA) having Registration No. – IBBI / RV / 06 / 2020 / 12719.

U. Lock in Period:

The Equity Shares allotted on preferential basis to the Proposed Allottees shall be locked-in in terms of provisions of Regulations 167 of SEBI (ICDR) Regulations. Further, entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

V. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not allotted any equity shares on preferential basis during the F.Y. 2026-27 (till the date of this notice).

W. Listing:

The Company will make an application to BSE Limited at which the existing equity shares of the Company are listed, for listing of the Equity Shares allotted. All the Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

X. Valuation and justification for the allotment proposed to be made for consideration other than cash:

Not Applicable

Y. Material terms of raising such securities:

All material terms have been set out above.

Z. Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter or fugitive economic offender or fraudulent borrower:

The Company, it's Promoters and its Directors have not been declared as willful defaulters or a fraudulent borrower or fugitive economic offender as defined under SEBI (ICDR) Regulations.

Pursuant to Section 62(1)(c) of the Companies Act, 2013, further equity shares may be issued to persons other than the existing members of the Company as specified in Section 62(1)(a) of the Companies Act, 2013, provided that the Members of the Company approve the issue of such equity shares by means of a Special Resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after the approval of its shareholders by way of a special resolution has been obtained. Further, in terms of Regulation 160 of SEBI (ICDR) Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

A certificate from M/s Chandanbala Jain & Associates, Practicing Company Secretary, (Membership No. FCS 6122; COP No. 6400), in terms of Regulation 163(2) of the SEBI ICDR Regulations, certifying that the Preferential Issue is being made in accordance with Chapter V of the SEBI ICDR Regulations, is available on the Company's website and can be accessed at https://highnessmicro.com/investor_relations/event_based_intimation_to_stock_exchange/PCS_Certificate.pdf

Valuation Report from the Registered Valuer, in accordance with Regulation 164 of the SEBI ICDR Regulations, as required is available for inspection and on the website of the Company at https://highnessmicro.com/investor_relations/event_based_intimation_to_stock_exchange/Valuation_Report.pdf

Pursuant to the Preferential Issue and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any equity securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not confirm with the SEBI (ICDR) Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the Members is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board accordingly recommends the resolution set forth at Item no. 1 for approval of the Members as a Special Resolution.

By order of the Board
Highness Microelectronics Limited

Sd/-
Gaurav Kejriwal
Managing Director
DIN: 01506981