Date: 05/11/2026

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code: 514330/Scrip ID: ONEGLOBAL

Subject: Intimation regarding Notice of Postal Ballot

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities Exchange Board of India **("SEBI")** (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("Listing Regulations")**, and Section 110 read with Section 108 of the Companies Act, 2013 **("the Act")** please find enclosed herewith a copy of the Postal Ballot Notice dated Wednesday, 4th November, 2026 **("Notice")** along with Explanatory Statement seeking approval of the Members of the Company on the following items of Special Business:

Sr.No.	Description of Resolution	Type of Resolution
1.	Approval for Payment of remuneration to Mr. Sanjay Upadhyay (DIN: 07497306) as the Chairman and Managing Director of the Company	Special Resolution
2.	Approval for Re-Appointment and Remuneration of Mr. Sanjay Upadhyay (DIN: 07497306) as the Chairman and Managing Director of the Company	Special Resolution
3.	Approval for Conversion of Loan into Equity Shares of the Company pursuant to Section 62(3) of the Companies Act, 2013	Special Resolution
4.	Approval for appointment of Mr. Padmakar Pandit (DIN:12004186) as a Non-Executive, Independent Director of the Company	Special Resolution

In in compliance with the relevant circulars issued by the Ministry of Corporate Affairs **("MCA")** and the Securities and Exchange Board of India **("SEBI")** in this regard, this Notice is being circulated only through electronic mode to those members whose e-mail addresses are registered with the Company/ MCS Share Transfer Agent Limited, the Company's Registrar to an Issue and Share Transfer Agent **("RTA")** / National Securities Depository Limited **("NSDL")** and/or Central Depository Services (India) Limited **("CDSL")**, (NSDL and CDSL collectively **"Depositories"**) and whose names are recorded in Register of Members/List of Beneficial Owners as received from the Depositories/RTA as on Friday, 30rd October, 2026 **("Cut-off date")**. Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot.

The Company has engaged the services of NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically in respect of the resolution as set out in the Postal Ballot Notice. The detailed procedure and instructions for remote e-voting forms part of 'Notes' section to the Notice.

Some of the important details and dates regarding the remote e-voting facility are as follows:

EVEN (E-Voting Event Number)	143464
Cut Off date for determining Members entitled to vote (voting rights shall be in proportion to be equity shares held as on this date)	Friday, 30th October, 2026
Commencement of remote e-voting	Friday, 6th November, 2026 at 9:00 A.M. (IST)
End of remote e-voting	Saturday, 5th December, 2026 at 5:00 P.M. (IST)

The e-voting module shall be disabled by NSDL thereafter. Members may note that the communication of assent or dissent shall only take place through the remote e-voting system. A person who is not a member as on the cut-off date, should treat this communication and the Notice of the Meeting for information purpose only.

The results of Postal Ballot will be declared within 2 (Two) working days form the conclusion of Postal Ballot.

The Notice is being uploaded on the Company's website at www.1gsp.in and on website of NSDL at www.evoting.nsdl.com.

The same may please be taken on record and suitably disseminated to all concerned.

Thanking you,
Yours faithfully,

For One Global Service Provider Limited

SANJAY UPADHAYA
Digitally signed by SANJAY UPADHAYA
Date: 2026.11.05 15:10:19 +05'30'

Sanjay Upadhyay
Managing Director
DIN: 07497306

Encl: As above

ONE GLOBAL SERVICE PROVIDER LIMITED

POSTAL BALLOT NOTICE

ONE GLOBAL SERVICE PROVIDER LIMITED

(Formerly known as Overseas Synthetics Limited)

Registered and Corporate Office: 6th Floor, 601 E Wing, Trade Link Building, B & C Block, Senapati Bapat Marg, Kamala Mill Compound, Lower Parel (W) Mumbai 400013

CIN: L74110MH1992PLC367633

Telephone: 8657527323 **Website:** www.1gsp.in **E-mail**: 1connect@1gsp.in

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("Rules") each as amended, and the applicable Circulars issued by the Ministry of Corporate Affairs ("MCA"), Government of India, from time to time

VOTING STARTS ON	VOTING ENDS ON
6TH NOVEMBER, 2026	5TH DECEMBER, 2026

Dear *Members*,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("Listing Regulations")**, Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India **("SS-2")**, each as amended, and in accordance with the requirements prescribed by the MCA for holding general meetings/ conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated 22nd September, 2025 (collectively, "**MCA Circulars**") and any other applicable law, rules and regulations, (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), to transact the below mentioned proposed special businesses by the Members of One Global Service Provider Limited **("the Company")** (as on the Cut-off Date) by passing resolutions through postal ballot **("Postal Ballot")** by way of remote e-voting only **("e-voting/remote e-voting")**.

Pursuant to Sections 102, 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice **("Notice")** for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ MCS Share Transfer Agent Limited, the Company's Registrar to an Issue and Share Transfer Agent **("RTA")** / National Securities Depository Limited **("NSDL")** and/or Central Depository Services (India) Limited **("CDSL")**, (NSDL and CDSL collectively "**Depositories**"). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot.

The communication of the assent or dissent of the Members would take place only through the remote e-voting. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to its Members to enable them to cast their votes electronically. The instructions and detailed procedure for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at www.1gsp.in.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in the 'Notes' section of this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 P.M. (IST) on 5th December, 2026. The remote e-voting facility will be disabled by NSDL immediately thereafter.

SPECIAL BUSINESS:

1. APPROVAL FOR PAYMENT OF REMUNERATION TO MR. SANJAY UPADHYAY (DIN: 07497306) AS THE CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY:

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

"*RESOLVED THAT* pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 **("the Act")**, read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, Regulation 17 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI LODR Regulations")**, as amended from time to time, the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, the consent of the Members be and is hereby accorded for payment of remuneration to Mr. Sanjay Upadhyay (DIN: 07497306), Chairman and Managing Director of the Company, liable to retire by rotation, for the period commencing from 1st November, 2026 and ending on 21st April, 2027, being the remaining period of his existing tenure, on the terms and conditions, and within the limits, set out in the Explanatory Statement annexed to the Notice, provided that such remuneration shall be subject to the applicable provisions of the Act, Schedule V and the SEBI LODR Regulations.

RESOLVED FURTHER THAT the aforesaid approval shall be limited to the remuneration payable to Mr. Sanjay Upadhyay for the above-mentioned period and shall not constitute a fresh appointment or reappointment, or an extension of his existing tenure as Chairman and Managing Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof duly authorised in this regard, be and is hereby authorised to implement the aforesaid remuneration terms and to make such administrative or consequential modifications as may be necessary, provided that no such modification shall increase the remuneration beyond the limits approved by the Members or otherwise contravene the Act, Schedule V, the SEBI LODR Regulations or any other applicable law, and subject to obtaining such further approvals as may be required under applicable law.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

2. APPROVAL FOR RE-APPOINTMENT AND REMUNERATION OF MR. SANJAY UPADHYAY (DIN: 07497306) AS THE CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections of 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act, **("the Act")** (including any statutory modification(s) or re-entactment(s) thereof for the time being in force), and Regulation 17 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and pursuant to Articles of Association and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing proposing his candidature for the notice of Chairman and Managing Director of the Company, the consent of the members be and is hereby accorded to the re-appointment of Mr. Sanjay Upadhyay (DIN: 07497306) as the Chairman and Managing Director, liable to retire by rotation and Key Managerial Personnel (KMP) of the Company for a period of five (5) consecutive years w.e.f April 22, 2027 to April 21, 2032 (both days inclusive) on the terms and conditions, including remuneration, as set out in the explanatory statement annexed thereto, with the authority to the Board (which term shall be deemed to include Nomination and Remuneration Committee and/or Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter, vary, the said terms and conditions as it may deem fit.

RESLOVED FURTHER THAT the terms and remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part thereof and in the event of inadequacy or absence of profits in any financial year during the tenure, the remuneration payable to him comprising of salary, perquisites, benefits or any other allowances as approved by the Board of Directors be paid as minimum remuneration.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

3. APPROVAL FOR CONVERSION OF LOAN INTO EQUITY SHARES OF THE COMPANY PURSUANT TO SECTION 62(3) OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 **("the Act")**, read with the applicable rules made thereunder, including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof, for the time being in force, and in accordance with the Memorandum of Association and Articles of Association of the Company and all other applicable law(s), regulation(s) and guideline(s), and in accordance with the terms and conditions of the financing documents to be entered into by the Company with the lenders (as defined hereinafter) **(the "Financing Documents")**, the consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall, unless the context otherwise requires, be deemed to include any committee constituted or to be constituted by the Board, and any officer(s) authorised by the Board to exercise the powers conferred upon the Board by this Resolution), to convert, at the option of the lenders, the whole or any part of the outstanding loans of the Company from banks, financial institutions and anybody corporate entity(ies), (hereinafter collectively referred to as

the **"Lenders"**), or any other financial assistance categorised as loans (hereinafter collectively referred to as the **"Financial Assistance"**), whether in foreign currency or Indian Rupees, from time to time, within the overall borrowing limits approved by the Members of the Company pursuant to Section 180(1)(c) of the Act, from time to time, each such Financial Assistance being separate and distinct from the other, into fully paid-up equity shares of the Company, on such terms and conditions as may be stipulated in the Financing Documents and subject to applicable law and in the manner specified in a notice in writing to be given by the Lenders (or their agents or trustees) to the Company (hereinafter referred to as the "Notice of Conversion") and in accordance with the following conditions:

i. the conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions during the currency of the Financial Assistance;

ii. on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the financing documents, allot and issue the requisite number of fully paid-up equity shares to the Lenders or any other person identified by the Lenders as from the date of conversion and the Lenders may accept the same in satisfaction of the part of the loans so converted;

iii. the part of the loan so converted shall cease to carry interest as from the date of conversion and the loan shall stand correspondingly reduced. Upon such conversion, the repayment instalments of the loan payable after the date of conversion as per the financing documents shall stand reduced proportionately by the amounts of the loan so converted. The equity shares so allotted and issued to the Lenders or such other person identified by the Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari passu with the existing equity shares of the Company in all respects.

iv. In the event that the Lenders exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to the Lenders or such other person identified by the Lenders as a result of the conversion, and list the shares in the Stock exchanges where Company's shares are presently listed and for the said purpose the Company shall take all such steps as may be necessary to ensure that the equity shares are listed in the Stock Exchanges.

v. The conversion of the loan shall take place at a price to be determined in accordance with the Finance Documents and subject to applicable laws prevailing at the time of such conversion.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue, offer and allot, from time to time, to the Lenders such number of equity shares as may be required pursuant to the conversion of the outstanding portion of the loans, as may be determined in accordance with the terms and conditions of the Financing Documents and applicable law; and to take all such steps as may be necessary, desirable or expedient for obtaining the in-principle approval(s) of, and listing and trading of such equity shares on the stock exchange(s) on which the equity shares of the Company are listed or may be listed from time to time, and for admission of such equity shares with the Depositories.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to the aforesaid conversion shall rank pari passu in all respects with the existing Equity Shares of the Company, subject to the terms of the Financing Documents and applicable law.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

4. APPROVAL FOR APPOINTMENT OF MR. PADMAKAR PANDIT (DIN:12004186) AS A NON-EXECUTIVE, INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including Regulations 17(1C) and 25(2A) thereof as amended from time to time, and as per the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Padmakar Pandit (DIN: 12004186), who was appointed as an Additional Director in the capacity of a Non-Executive, Independent Director of the Company w.e.f. 4th November, 2026, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as an Additional Director in terms of Section 161(1) of the Act, be and is hereby, appointed as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years commencing from 4th November, 2026 up to 3rd November, 2031 (both days inclusive).

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board of Directors
For **One Global Service Provider Limited**

Sd/-
Sanjay Upadhyay
Managing Director
DIN: 07497306

Date: 4th November, 2026
Place: Mumbai

Registered Office:
6th Floor, 601 E Wing, Trade Link Building,
B & C Block, Senapati Bapat Marg, Kamala Mill Compound,
Lower Parel (W) Mumbai – 400013, Maharashtra, India
CIN: L74110MH1992PLC367633
Email: 1connect@1gsp.in
Website: www.1gsp.in

NOTES:

1. The relevant explanatory statement pursuant to the provisions of Section 102 read with Section 110 of the Act and Rules 20 and 22 of the Rules, each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof, is annexed hereto and forms part of this Notice.

2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/RTA as on Friday, 30th October, 2026 ("cut-off date") and whose email addresses are registered with the Company/ RTA/ Depositories.

3. Only those Members whose names appear in the Register of Members / List of Beneficial Owners as on the cut-off date shall be eligible to cast their votes through Postal Ballot by remote e-voting. A person who is not a Member on the cut-off date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the cut-off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

4. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.

5. In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations and MCA Circulars, the Company is offering only e-voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of National Securities Depository Limited **("NSDL")** for facilitating e-voting to enable the Members to cast their votes electronically.

6. The remote e-voting shall commence on Friday, 6th November, 2026 at 9:00 A.M. (IST) and shall end on Saturday, 5th December, 2026 at 5:00 P.M. (IST) During this period, Members of the Company holding shares in physical or electronic form as on the cut-off date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

7. The detailed procedure with respect to remote e-voting is mentioned in note after Note No. 13 of this Notice.

8. The vote in this Postal Ballot cannot be exercised through proxy

9. The SEBI has mandated the submission of the Permanent Account Number **("PAN")** by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are requested to submit their PAN details to the Company's share transfer agent, MCS Share Transfer Agent Limited **("RTA")**.

10. Those Members whose email IDs are not registered can get their Email ID registered as follows:

    a. Members holding shares in de-mat form can get their E-mail ID registered by contacting their respective Depository Participant.

    b. Members holding shares in physical form can get their E-mail ID registered by contacting our Registrar and Share Transfer Agent "MCS Share Transfer Agent Limited" on their email id mcsstaahmd@gmail.com / helpdeskmum@mcsregistrars.com or by sending request along with the requisite details and documents as mentioned under "Instructions for Registration of Email Address" in this Notice to our RTA on their email id mcsstaahmd@gmail.com / helpdeskmum@mcsregistrars.com

11. A copy of this Notice is also available on the website of the Company at www.lloyds.in and can also be accessed from the websites of the Stock Exchange i.e. BSE Limited ("BSE") at www.bseindia.com and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.

12. Relevant document(s) referred to in the accompanying Notice and the Explanatory Statement, all the material documents referred to in the Explanatory Statements, shall be available for inspection through electronic mode from Friday, 6th November, 2026 at 9:00 A.M. (IST) and shall end on Saturday, 5th December, 2026 at 5:00 P.M. (IST) basis the request being sent on 1connect@1gsp.in mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email

13. The results declared along with the Scrutiniser's Report shall be communicated to the BSE Limited at www.bseindia.com, where the shares of the Company is listed and shall be placed on the Company's website www.lloyds.in and on the website of NSDL www.evoting.nsdl.com immediately.

THE INSTRUCTIONS FOR REMOTE E-VOTING (ELECTRONIC VOTING) ARE AS FOLLOWS:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual Members holding securities in demat mode

In terms of Securities and Exchange Board of India **("SEBI")** circular dated 09th December, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

	3. If you are 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 4. 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 held 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. (NSDL Mobile App is available on Google Play & App Store) 
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e., NSDL 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) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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., NSDL and CDSL:

Login Type	**Helpdesk Details**
NSDL	Email: evoting@nsdl.com / Tel.: 022-4886 7000
CDSL	Email: helpdesk.evoting@cdslindia.com / Tel.: 1800 22 55 33

B. Login Method for e-Voting other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c. How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "**Initial password**" or have forgotten your password:

a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "**Terms and Conditions**" by selecting on the check box.

8. Now, you will have to click on "**Login**" button.

9. After you click on the "**Login**" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those Members whose email addresses are not registered with the Depositories for procuring User ID and Password for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar card by email to evoting@nsdl.com.

2. In case shares are held in demat mode, please provide DP ID and Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card to evoting@nsdl.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1(A) i.e. Login method for e-voting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/Members may send a request to evoting@nsdl.com for procuring User ID and Password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated 9th December, 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 required to update their mobile No. and email address correctly in their demat account in order to access e-voting facility.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mitesh@mishah.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022-4886 7000 or send a request to Ms. Pallavi Mhatre, Asst. Vice President - NSDL or Mr. Amit Vishal, Deputy Vice-President - NSDL at evoting@nsdl.com.

4. You can also update your Mobile number and email ID in the user profile details of the folio which may be used for sending future communication(s).

5. The Board of Directors has appointed Ms. Megha Samdani Shah from M/s. M K Samdani & Co., Company Secretaries, as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.

THE INSTRUCTIONS FOR REGISTRATION OF EMAIL ADDRESS

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 1connect@1gsp.in or mcsstaahmd@gmail.com/ helpdeskmum@mcsregistrars.com

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to 1connect@1gsp.in If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated 09th December, 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

5. Members are requested to notify any changes in their address / e-mail id's to the Company's Registrar & Share Transfer Agent, MCS Share Transfer Agent Limited at, B3, 3rd Floor, Gundecha Onclave Premises Coop. Society, Kherani Road, Sainaka, Andheri (E), Mumbai – 400072 and Email Id - mcsstaahmd@gmail.com/ helpdeskmum@mcsregistrars.com.

EXPLANATORY STATEMENT

Pursuant to Sections 102 and 110 of the Companies Act, 2013 ("the Act")

The following statement sets out all the material facts relating to the Resolutions to be passed as mentioned in the accompanying Notice:

ITEM NO.1

Mr. Sanjay Upadhyay (DIN: 07497306) was appointed as the Chairman and Managing Director of the Company, liable to retire by rotation, for a term of five (5) years commencing from 22nd April, 2022 and ending on 21st April, 2027, pursuant to the approval of the Members of the Company at the Extra-Ordinary General Meeting **("EGM")** held on 22nd April, 2022, on the terms and conditions approved therein.

The Board of Directors of the Company, at its meeting held on 4th November, 2026, upon the recommendation of the Nomination and Remuneration Committee **("NRC")**, considered and approved, subject to the approval of the Members and such other approvals as may be required under applicable law, the payment of remuneration to Mr. Sanjay Upadhyay for the period commencing from 1st November, 2026 and ending on 21st April 2027, being the remaining period of his existing tenure as Chairman and Managing Director of the Company.

The proposed remuneration has been considered having regard to the responsibilities and functions discharged by Mr. Sanjay Upadhyay in his capacity as Chairman and Managing Director, the nature and scale of the Company's business operations, the managerial oversight required for the effective conduct and development of the Company's business, and the importance of maintaining continuity in its leadership and management during the aforesaid period.

The NRC and the Board have considered the scope of his managerial responsibilities, the interests of the Company and its stakeholders, and the applicable provisions of the Companies Act, 2013 **("the Act")**, the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI LODR Regulations")**, as amended from time to time.

The Audit Committee had approved the proposed remuneration, as he being key Managerial Personnel, is a related party.

I. DETAILS OF PROPOSED REMUNERATION

The details of the remuneration proposed to be paid to Mr. Sanjay Upadhyay for the period commencing from 1st November, 2026 and ending on 21st April, 2027 are set out below:

Sr. No.	Particulars	Terms and Conditions
1.	**Salary**	Salary of up to Rs. 2,00,00,000/- (Rupees Two Crore Only) per annum. Any annual increment, if applicable, shall be determined by the Board of Directors based on the recommendation of the NRC, having regard to the performance of Mr. Sanjay Upadhyay and the performance of the Company, subject to the aforesaid ceiling and applicable statutory and regulatory requirements.
2.	**Commission**	Commission, if any, as may be determined by the Board of Directors from time to time, subject to the recommendation of the NRC, wherever applicable, the limits prescribed under the Act and Schedule V thereto, wherever applicable, the SEBI LODR Regulations and the requisite approvals.
3.	**Perquisites and Allowances**	Perquisites and allowances in accordance with the policies of the Company or as may be approved by the Board of Directors from time to time, subject to an overall limit of in range of 25% - 50% of salary in any financial year and compliance with applicable statutory and regulatory requirements.

4.	**Retirement and Other Benefits**	Gratuity, leave encashment and other retirement or employment-related benefits, as applicable under the policies of the Company and relevant statutory provisions, or as may otherwise be approved in accordance with applicable law.
5.	**Reimbursement of Expenses**	Reimbursement of reasonable and legitimate expenses actually incurred in connection with the performance of official duties, against appropriate supporting documents and in accordance with the Company's applicable policies. Such reimbursement shall not constitute remuneration to the extent permitted under applicable law.
6.	**Other Allowances, Benefits and Perquisites**	Other allowances, benefits and perquisites, if any, in accordance with the applicable policies of the Company and as approved by the Board of Directors from time to time, subject to the remuneration terms approved by the Members and applicable statutory and regulatory limits.

II. MINIMUM REMUNERATION:

In the event of absence or inadequacy of profits during the aforesaid period, the remuneration payable to Mr. Sanjay Upadhyay shall be subject to the applicable conditions, limits and approval requirements prescribed under Section 197 read with Schedule V to the Act and other applicable provisions of law.

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 1 is annexed hereto.

III. OTHER TERMS AND CONDITIONS:

a) Mr. Sanjay Upadhyay shall perform such duties and exercise such powers as may, from time to time, be entrusted to him by the Board of Directors, subject to the superintendence, direction and control of the Board, the Articles of Association of the Company and the applicable provisions of the Act, including Section 166 thereof.

b) Mr. Sanjay Upadhyay shall comply with the Company's Code of Conduct and other applicable policies, rules and procedures of the Company.

c) He shall be entitled to reimbursement of reasonable and legitimate expenses actually incurred in connection with the performance of his official duties, against appropriate supporting documents and in accordance with the Company's applicable policies. Such reimbursement shall not constitute remuneration to the extent permitted under applicable law.

d) Other allowances, benefits and perquisites, if any, may be provided in accordance with the applicable policies of the Company and as approved by the Board of Directors from time to time, subject to the remuneration terms approved by the Members and the applicable statutory and regulatory limits.

e) The personnel policies and related rules of the Company applicable to its employees shall apply to Mr. Sanjay Upadhyay to the extent relevant and consistent with the terms of his appointment and the applicable provisions of law.

It is further noted that Mr. Sanjay Upadhyay is not in receipt of managerial remuneration from any other company, as confirmed to the Company. The proposed remuneration shall be subject to the limits and conditions prescribed under Sections 197 and 198 of the Act and Schedule V thereto, wherever applicable, and the relevant provisions of the SEBI LODR Regulations.

The present proposal is limited to obtaining the approval of the Members for payment of remuneration to Mr. Sanjay Upadhyay for the period commencing from 1st November, 2026 and ending on 21st April, 2027, being the balance period of his existing tenure as Chairman and Managing Director of the Company. The proposed approval is confined to the remuneration payable

for the aforesaid period and does not involve any fresh appointment, reappointment or extension of his existing tenure.
Accordingly, the approval of the Members is sought for payment of the aforesaid remuneration on the terms and conditions set out in the accompanying resolution and this Explanatory Statement, subject to compliance with the applicable provisions of the Act, the rules made thereunder, the SEBI LODR Regulations and such other approvals as may be required under applicable law.

The requisite particulars of Mr. Sanjay Upadhyay, including his qualifications, experience, other directorships, committee memberships, shareholding in the Company and other applicable disclosures, are set out in the Annexure to the Notice in accordance with the applicable provisions of the SEBI LODR Regulations and the Secretarial Standard on General Meetings **("SS-2")** issued by the Institute of Company Secretaries of India.

The relevant documents relating to the proposed remuneration shall be available for inspection by the Members in accordance with applicable law and the inspection procedure specified in the Notice.

IV. INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Mr. Sanjay Upadhyay is concerned or interested in the resolution to the extent of the remuneration proposed to be paid to him. His relatives, if any, having a concern or interest in the resolution shall be disclosed in accordance with applicable law.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

V. RECOMMENDATION OF THE BOARD:

The Board of Directors, based on the recommendation of the NRC and having considered the proposed remuneration and the applicable statutory and regulatory requirements, recommends the resolution set out at Item No. 1 of the accompanying Notice for approval of the Members by way of a Special Resolution.

ITEM NO.2:

The Members of the Company had, at the Extra-Ordinary General Meeting **("EGM")** held on 22nd April, 2022, approved the appointment of Mr. Sanjay Upadhyay (DIN: 07497306) as the Chairman and Managing Director of the Company, liable to retire by rotation, for a period of five (5) years commencing from 22nd April, 2022 and ending on 21st April, 2027, together with the terms and conditions of his appointment and remuneration payable to him.

Based on the recommendation of the Nomination and Remuneration Committee **("NRC")**, the Board of Directors of the Company, at its meeting held on 4th November 2026, approved the re-appointment of Mr. Sanjay Upadhyay as the Chairman and Managing Director of the Company for a further period of five (5) years commencing from 22nd April, 2027 and ending on 21st April, 2032 (both days inclusive) **("Proposed Term")**, subject to the approval of the Members and such other approvals as may be required under applicable law, on the terms and conditions, including remuneration, set out in this Explanatory Statement.

The Audit Committee had approved the terms and conditions of his re-appointment, as he being key Managerial Personnel, is a related party. The NRC, while considering the proposed re-appointment and remuneration, evaluated the responsibilities associated with the position, the Company's business performance, the strategic objectives of the Company and the experience, qualifications and leadership capabilities of Mr. Sanjay Upadhyay.

I. RATIONALE FOR RE-APPOINTMENT AND REMUNERATION:

Under the leadership of Mr. Sanjay Upadhyay, the Company has pursued its strategic and operational objectives and strengthened its business operations. His leadership has contributed to the Company's business development, expansion initiatives and efforts to enhance its competitive position in the healthcare and medical technology sector.
As Chairman and Managing Director, Mr. Upadhyay provides strategic direction and executive oversight for the Company's business operations, growth initiatives and long-term development. His experience in healthcare entrepreneurship, medical diagnostics, biomedical engineering, healthcare technology and business expansion is relevant to the Company's business activities and strategic priorities.

In recommending his re-appointment, the NRC and the Board have considered the continuity of leadership required to implement the Company's business strategy, the responsibilities and functions attached to the office of Chairman and Managing Director, the scale and complexity of the Company's operations, and the need to retain experienced executive leadership to support the Company's future growth.

Considering the strategic responsibilities associated with the office of Chairman and Managing Director, the scale, complexity and business requirements of the Company, and the need to retain experienced leadership, Mr. Sanjay Upadhyay's industry knowledge, professional expertise and executive leadership capabilities provide valuable strategic, operational and managerial strength to the Company and complement the existing skill sets of the other Directors on the Board.

The proposed remuneration has been considered having regard to the responsibilities attached to the position, the experience and professional expertise of Mr. Upadhyay, the nature of the Company's business and the competitive environment in which it operates. The remuneration shall be subject to the applicable provisions of the Companies Act, 2013 **("the Act")**, the rules made thereunder, Schedule V thereto, wherever applicable, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI LODR Regulations")**.

II. BRIEF PROFILE OF MR. SANJAY UPADHYAY

Mr. Sanjay Upadhyay is an accomplished healthcare entrepreneur and business leader with over 23 years of experience in strategic leadership, business expansion, healthcare operations, medical diagnostics, biomedical engineering and healthcare technology. He has experience in building and scaling healthcare businesses, establishing diagnostic networks, implementing public-private partnership ("PPP") healthcare projects and developing technology-led healthcare initiatives.

As Managing Director of One Global Service Provider Limited, he provides strategic direction and leadership to the Company's business operations, growth initiatives and expansion of its healthcare and medical technology portfolio.

Throughout his professional career, Mr. Upadhyay has demonstrated leadership capabilities in business transformation, operational execution, technology integration and organisational development. His professional experience includes establishing a diagnostic network comprising over 140 laboratories serving more than 3,000 public healthcare facilities, as well as initiatives involving diagnostics, clinical research, occupational health screening and healthcare infrastructure.

He has held key leadership positions at Lifenity Health Limited and CSC Healthcare & Wellness Limited and is the Founder and former Chief Executive Officer of Medilab Diagnostics. His professional expertise also includes laboratory automation, medical devices, biomedical technologies and diagnostic innovation.
Mr. Upadhyay holds a Bachelor of Engineering degree in Biomedical Engineering, with a specialisation in Nuclear Medicine, from MGM College of Engineering & Technology, Navi Mumbai.

His extensive industry knowledge, entrepreneurial experience and executive leadership capabilities are expected to support the Company's strategic priorities, operational development and long-term business objectives.

III. DETAILS OF PROPOSED REMUNERATION:

The terms and conditions of the re-appointment of Mr. Sanjay Upadhyay, including the remuneration proposed for the Proposed Term, are set out below:

Sr. No.	Particulars	Terms and conditions
1.	**Salary**	Salary of up to Rs. 2,00,00,000 per annum (Rupees Two Crores only). Annual increments, if any, shall be determined by the Board of Directors based on the recommendation of the NRC, having regard to the performance of Mr. Upadhyay and the Company's performance, subject to the approved ceiling and applicable statutory and regulatory limits.
2.	**Commission**	Commission, if any, as may be determined by the Board of Directors from time to time, subject to the recommendation of the NRC, wherever applicable, the limits prescribed under the Act and Schedule V thereto, wherever applicable, and the requisite statutory, regulatory and shareholder approvals.
3.	**Perquisites and allowances**	Perquisites and allowances in accordance with the policies of the Company or as may be approved by the Board of Directors from time to time, subject to an overall limit of in range of 25% - 50% of salary in any financial year and compliance with applicable statutory and regulatory requirements.
4.	**Retirement and other benefits**	Gratuity, leave encashment and other retirement or employment-related benefits in accordance with the Company's applicable policies and statutory provisions, or as otherwise approved in accordance with applicable law.
5.	**Reimbursement of expenses**	Reimbursement of reasonable and legitimate expenses actually incurred in connection with the performance of official duties, against appropriate supporting documents and in accordance with the Company's policies. Such reimbursement shall not constitute remuneration to the extent permitted under applicable law.
6.	**Other allowances, benefits and perquisites**	Other allowances, benefits and perquisites, if any, in accordance with the Company's applicable policies and as approved by the Board from time to time, subject to the terms approved by the Members and applicable statutory and regulatory limits.

IV. MINIMUM REMUNERATION:

In the event of absence or inadequacy of profits in any financial year during the Proposed Term, the remuneration payable to Mr. Sanjay Upadhyay shall be subject to the applicable conditions, limits and approval requirements prescribed under Section 197 read with Schedule V to the Act and other applicable provisions of law.

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 2 is annexed hereto.

V. OTHER TERMS AND CONDITIONS:

a) Mr. Sanjay Upadhyay shall perform such duties and exercise such powers as may, from time to time, be entrusted to him by the Board of Directors, subject to the superintendence, direction and control of the Board, the Articles of Association of the Company and the applicable provisions of the Act, including Section 166 thereof.

b) Mr. Sanjay Upadhyay shall comply with the Company's Code of Conduct and other applicable policies, rules and procedures of the Company.

c) He shall be entitled to reimbursement of reasonable and legitimate expenses actually incurred in connection with the performance of his official duties, against appropriate supporting documents and in accordance with the Company's applicable policies. Such reimbursement shall not constitute remuneration to the extent permitted under applicable law.

d) Other allowances, benefits and perquisites, if any, may be provided in accordance with the applicable policies of the Company and as approved by the Board of Directors from time to time, subject to the remuneration terms approved by the Members and the applicable statutory and regulatory limits.

e) The personnel policies and related rules of the Company applicable to its employees shall apply to Mr. Sanjay Upadhyay to the extent relevant and consistent with the terms of his appointment and the applicable provisions of law.

VI. OTHER DISCLOSURES:

Mr. Sanjay Upadhyay has furnished his consent to act as Chairman and Managing Director of the Company and his declaration that he is not disqualified from being appointed as a Director under Section 164 of the Act. He has also confirmed that he is not debarred from holding the office of Director by virtue of any order of SEBI or any other such authority, as applicable.

It is further noted that Mr. Sanjay Upadhyay is not in receipt of managerial remuneration from any other company, as confirmed to the Company. The proposed remuneration shall be subject to the limits and conditions prescribed under Sections 197 and 198 of the Act and Schedule V thereto, wherever applicable, and the relevant provisions of the SEBI LODR Regulations.

The re-appointment is proposed for a further term of five (5) years commencing from 22 April 2027 and ending on 21 April 2032, both days inclusive, and is subject to the approval of the Members and compliance with applicable law.

The requisite particulars of Mr. Sanjay Upadhyay, including his qualifications, experience, other directorships, committee memberships, shareholding in the Company and other applicable disclosures, are set out in “Annexure A” to the Notice in accordance with Regulation 36(3) of the SEBI LODR Regulations and the Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India.

The relevant documents relating to the proposed re-appointment and remuneration shall be available for inspection by the Members in accordance with applicable law and the inspection procedure specified in the Notice.

VII. INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Mr. Sanjay Upadhyay is concerned or interested in the resolution to the extent of his proposed re-appointment and the remuneration payable to him. His relatives, if any, having a concern or interest in the resolution shall be disclosed in accordance with applicable law.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

VIII.RECOMMENDATION OF THE BOARD:

The Board of Directors, based on the recommendation of the NRC and having considered the experience, qualifications, leadership capabilities and responsibilities of Mr. Sanjay Upadhyay, together with the proposed terms and conditions of his re-appointment and remuneration, considers his continued leadership to be in the interests of the Company.

Accordingly, the Board recommends the Special Resolution set out at Item No. 2 of the accompanying Notice for approval of the Members.
The following additional information of Mr. Sanjay Upadhyay as required under Schedule V of the Companies Act, 2013 is given below for Item No.1 and 2:

Particulars	Details
Nature of Industry	The Company is engaged in providing healthcare and life-sciences solutions, including mass screening, diagnostics and healthcare services for hospitals, healthcare professionals and government bodies. The Company has also expanded its business objects to include IT consultancy and software solutions.
Date or expected date of commencement of commercial production	The Company was incorporated in 1992 and has been carrying on its business operations since then.
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.
Foreign Investments and Collaborations	Not Applicable.

Financial Performance based on given indicators (₹ in Lakhs)

Particulars	Year ended 31.03.2026	Year ended 31.03.2025	Year ended 31.03.2024
Total Income	49,881.06	14,784.17	6,301.11
Profit / (Loss) Before Interest, Depreciation, Exceptional Items and Tax	9,348.54	2,594.83	950.20
Less: Interest and Finance Cost	–	–	–
Less: Depreciation & Amortisation	67.42	115.64	23.26
Add / (Less): Exceptional Items	–	(33.21)	–
Profit Before Taxation	9,281.12	2,479.19	949.97
Less: Provision for Taxation (including deferred tax)	2,330.70	632.53	239.09
Profit / (Loss) After Taxation	6,950.42	1,846.66	710.88

II. Information about the Appointee

Particulars	Mr. Sanjay Upadhyay
Background Details	Mr. Sanjay Upadhyay has over 23 years of experience in the healthcare industry, with expertise in healthcare operations, diagnostics, biomedical engineering and healthcare technology. He has been associated with various healthcare organisations, including Lifenity Health, CSC Healthcare & Wellness and Medilab Diagnostics. He holds a Bachelor of Engineering degree in Biomedical Engineering from MGM College, Navi Mumbai.
Past Remuneration	As per explanatory statement
Recognition or Awards	As per explanatory statement
Job Profile and Suitability	As per explanatory statement
Remuneration Proposed	As per explanatory statement
Comparative Remuneration Profile with respect to Industry, Size of the Company, Profile of the Position and Person	The managerial remuneration proposed to be paid is justified in view of the role, size, scale, complexity of the business and competitive environment in which the Company operates. The proposed remuneration is commensurate with the responsibilities entrusted to him, his experience, qualifications, expertise and the remuneration packages of

	similarly placed managerial personnel in comparable companies.
Pecuniary Relationship Directly or Indirectly with the Company or Relationship with the Managerial Personnel or Other Director, if any	Mr. Sanjay Upadhyay does not have any pecuniary relationship directly or indirectly with the Company other than the remuneration and other benefits paid/payable to him.

III. Other Information

Particulars	Details
Reasons of Loss or Inadequate Profits	Not Applicable.
Steps Taken or Proposed to be Taken for Improvement and Expected Increase in Productivity and Profits in Measurable Terms	The Company is continuously undertaking initiatives to strengthen its business operations, expand its healthcare and diagnostics services, improve operational efficiency and enhance its market presence. The Company is also exploring opportunities for business expansion, including through strategic acquisitions, collaborations and development of its healthcare and technology-related business verticals.
Expected Increase in Productivity and Profits in Measurable Terms	The Company expects that the initiatives undertaken towards business expansion, operational efficiency, strengthening of its healthcare services and development of new business opportunities will contribute towards gradual improvement in productivity, revenue and profitability in the coming years.

IV. Disclosures

The information and disclosures relating to the remuneration package of the managerial personnel have been disclosed in the Annual Report of the Company for the financial year ended 31st March 2026, wherever applicable.

ITEM NO.3:

Pursuant to Section 62(3) of the Companies Act, 2013 **("the Act")**, read with the applicable rules made thereunder, including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof, the prior approval of the Members of the Company is sought to enable the banks, financial institutions, and other anybody corporate entity(ies) (the **"Lenders"**) to convert the outstanding loans or other financial assistance in the nature of loans, whether availed in Indian Rupees or foreign currency, into equity shares of the Company, on such terms and conditions as may be agreed with the respective Lenders and at a price determined in accordance with the applicable Securities and Exchange Board of India regulations **("SEBI Regulations")** prevailing at the time of such conversion.

It is hereby clarified that no Equity Shares are proposed to be issued or allotted to the Lenders pursuant to the Special Resolution at this stage. The approval sought from the Members is to enable the Company to comply with the requirements of Section 62(3) of the Act and to give effect to the conversion mechanism contained in the Financing Documents, if and when the relevant circumstances arise. The issue and allotment of Equity Shares to the Lender shall arise only upon occurrence of the relevant payment default and exercise of the conversion option by the Lenders in accordance with the Financing Documents and applicable law

Upon exercise of the conversion option by the Lender, the number of Equity Shares to be issued and allotted shall be determined in accordance with the terms of the Financing Documents and applicable law. The Equity Shares so issued and allotted shall be fully paid-up and shall rank pari passu in all respects with the existing Equity Shares of the Company, subject to the terms of the Financing Documents and applicable law. The proposed Special Resolution will enable the Company to fulfil the contractual and statutory requirements in relation to the conversion option forming part of the Financing Documents and will authorise the Board to undertake all necessary actions, filings, applications, intimations and other formalities that may be required in connection with such

conversion and issue and allotment of Equity Shares, if and when the conversion option is exercised by the Lenders. Any such conversion may result in a change in the shareholding pattern of the Company. The Equity Shares, if and when allotted, shall be listed on the stock exchange(s) on which the equity shares of the Company are listed or may be listed from time to time, subject to receipt of requisite approvals

The Board, at its meeting held on 4th November, 2026, considered and approved the proposal for seeking the approval of the Members by way of Special Resolution through Postal Ballot.

The Board, recommends passing of this Special Resolution as set out at Item No. 3 of this Notice, for your approval.

None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 3 of the Notice.

ITEM NO.4:

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), read with the Articles of Association of the Company, the Board of Directors of the Company, at its meeting held on 4th November, 2026, approved the appointment of Mr. Padmakar Pandit (DIN: 12004186) as an Additional Director in the capacity of Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from 4th November, 2026 and ending on 3rd November, 2031 (both days inclusive), subject to the approval of the Members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the Members. Further, in terms of Regulation 25(2A) of the Listing Regulations, the appointment of an Independent Director requires approval of the Members by way of a Special Resolution and, in terms of Regulation 17(1C) of the Securities and Exchange Board of India **("SEBI")** (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("Listing Regulations")**, such approval is required to be obtained within a period of three months from the date of appointment.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has not been debarred from holding the office of director by virtue of any SEBI order or any other such Authority.

BRIEF PROFILE OF MR. PADMAKAR PANDIT

Mr. Padmakar Pandit is a distinguished medical professional, academician and healthcare administrator with extensive experience in medical education, teaching, research, institutional development, public healthcare management, patient counselling and biomedical ethics. He holds an MBBS degree obtained in 1978 and an MD in Pharmacology obtained in 1984.

He has served at Government Medical Colleges in Pune as Lecturer for 14 years, Associate Professor for 14 years and Professor for 7 years. Throughout his academic career, he has contributed significantly to undergraduate and postgraduate medical education, research, co-curricular activities, institutional development, administration and social initiatives.

During his career, he served on deputation as Officer on Special Duty/Dean and played an instrumental role in establishing the first standalone Postgraduate Institute at YCM Hospital, Pimpri-Chinchwad. He has also worked with universities and State and Central Government bodies, contributing to academic administration, institutional governance and public healthcare initiatives.

During the COVID-19 pandemic, Dr. Pandit served as In-charge of COVID-19 centres of the Pune Municipal Corporation and Pimpri-Chinchwad Municipal Corporation. His experience also includes serving as a Director at Aloeshell Pharma, Pune, for three years. He is presently associated with Lifenity as a Consultant/Advisor and JM Lifesciences as a Director.

In addition to his professional engagements, he guides undergraduate and postgraduate medical students in academic matters, serves as a member of Ethics Committees and contributes as an external expert in selected areas at Symbiosis Medical College. His interests also encompass patient care and counselling, biomedical ethics, social work and literary activities, particularly Marathi prose and poetry. He has considerable experience in stage activities, drama and debates.

With his extensive experience in medical education, healthcare administration, research, institutional development, public healthcare management and ethical practices, Mr. Pandit brings a multidisciplinary perspective and valuable professional insights relevant to the Board's deliberations and governance responsibilities.

The Company has also received notice under Section 160 of the Act from a Member proposing the candidature of Mr. Padmakar Pandit for the office of a Director of the Company. Mr. Padmakar Pandit has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act. Mr. Padmakar Pandit has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ("IICA").

The NRC as a part of Nomination and Remuneration Policy has finalized the desired attributes for the selection of the independent director(s). Based on those attributes, the NRC recommended the candidature of Mr. Padmakar Pandit for Independent Director. Further, in the opinion of the Board, Mr. Padmakar Pandit fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. He is independent of the management and possesses appropriate skills, experience, and knowledge. The Board was satisfied that the appointment of Mr. Padmakar Pandit is justified due to the following reasons:

(a) His extensive experience in medical education, pharmacology, research and healthcare administration will provide valuable professional knowledge and a multidisciplinary perspective to the Board.

(b) His leadership experience in Government medical institutions, academic administration and the establishment of a postgraduate medical institute will contribute to the Board's deliberations on institutional development, governance and strategic planning.

(c) His experience in public healthcare management, including his role in overseeing COVID-19 centres, will provide relevant insights into healthcare delivery, operational administration and public health initiatives.

(d) His continued involvement in patient counselling, biomedical ethics, academic mentoring and Ethics Committees will contribute to deliberations concerning ethical practices, professional standards and responsible decision-making.

(e) His experience across academic institutions, healthcare organisations and pharmaceutical-sector activities will complement the existing skills and experience of the Board.
Accordingly, the NRC considered his appointment as an Independent Director to be in the best interests of the Company.

Brief detail of Mr. Padmakar Pandit is separately provided in the "Annexure B" to this Notice, in terms of the provisions of (i) Regulation 36(3) of Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India ("ICSI"). He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or

for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.

Copy of the letter of appointment of Mr. Padmakar Pandit containing the terms and conditions of appointment, is available for inspection. Please refer to Note 12 given in the Notice on inspection of documents.

The resolution seeks the approval of Members of the Company for the appointment of Mr. Padmakar Pandit as an Independent Director of the Company for a term of five (5) years with effect 4th November, 2026 to 3rd November, 2031 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25(2A) of the Listing Regulations, the approval of the Members of the Company is sought for the appointment of Mr. Padmakar Pandit as an Independent Director of the Company, as a Special Resolution.

The Board, recommends passing of this Special Resolution as set out at Item No. 4 of this notice, for your approval.

Except, Mr. Padmakar Pandit, none of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 4 of the Notice

By Order of the Board of Directors
For **One Global Service Provider Limited**

Sd/-
Sanjay Upadhyay
Managing Director
DIN: 07497306

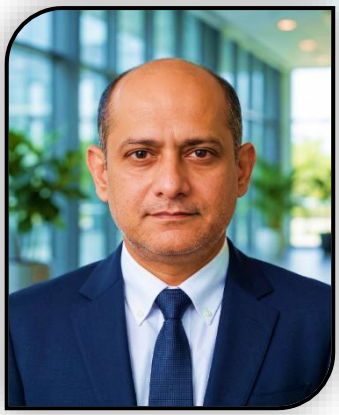
Date: 4th November, 2026
Place: Mumbai

Registered Office:
6th Floor, 601 E Wing, Trade Link Building,
B & C Block, Senapati Bapat Marg, Kamala Mill Compound,
Lower Parel (W) Mumbai – 400013, Maharashtra, India
CIN: L74110MH1992PLC367633
Email: 1connect@1gsp.in
Website: www.1gsp.in

ANNEXURE TO THE NOTICE DATED 4TH NOVEMBER, 2026

ANNEXURE A

Particulars of Director seeking Re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standards on the General Meeting (SS-2):

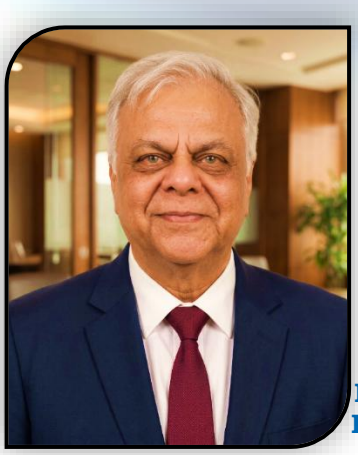


Mr. Sanjay Upadhyay
Chairman & Managing Director

Particulars	Details
DIN	07497306
Date of Birth	10th September, 1977
Age	48 years
Date of first Appointment on the Board	12th November, 2019
Qualifications	B.E.(Biomedical) specialization in Nuclear Medicine, MGM CET
Brief Profile/experience/ expertise in functional areas	As per explanatory statement
Terms & Conditions of Appointment / Re-appointment	As per explanatory statement
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	As per the resolution and explanatory statement
No. of Equity Shares held in the Company as on 31st March, 2026	4,22,095
Directorship on other Listed Companies Board as on 31st March, 2026 along with the listed entities from which resigned in the past three years	None
Membership / Chairmanship of Committees of other Listed Companies Board as on date of this notice	Nil
No. of Board Meetings attended during the FY 2025-2026	8
Relationship with other Directors, Manager and KMP	Not related to any of the directors of the Company, Key Managerial Personnel and Managers.

ANNEXURE B

Particulars of Director seeking Re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standards on the General Meeting (SS-2):



Mr. Padmakar Pandit
Independent Director

Particulars	Details
DIN	12004186
Date of Birth	3rd August, 1955
Age	71 years
Date of first Appointment on the Board	4th November, 2026
Qualifications	MBBS, MD
Brief Profile/experience/ expertise in functional areas	As per explanatory statement
Terms & Conditions of Appointment / Re-appointment	As per explanatory statement
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	As per the resolution and explanatory statement
No. of Equity Shares held in the Company as on 31st March, 2026	Nil
Directorship on other Listed Companies Board as on 31st March, 2026 along with the listed entities from which resigned in the past three years	None
Membership / Chairmanship of Committees of other Listed Companies Board as on date of this notice	Nil
No. of Board Meetings attended during the FY 2025-2026	NA
Relationship with other Directors, Manager and KMP	Not related to any of the directors of the Company, Key Managerial Personnel and Managers.

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