CIN: L92200WB2001PLC093236
Registered Office: Unit 16, 13th Floor, Tower 1, EM 3,
Bengal Eco Intelligent Park,
Sector V, Salt lake City, Kolkata , Pin 700091
Ph: + 91 33 4602 1034
Email: info@euphoriainfotech.com
Website: www.euphoriainfotech.com

November 20, 2026

Listing Department,
BSE Limited
P.J. Towers,
Dalal Street
Mumbai-400001

Scrip Code: 544094

Dear Sir / Madam,

Sub: **Notice of the Extra-Ordinary General Meeting (EOGM) of the Company.**

With reference to the above subject and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III, we are enclosing herewith Notice of the EOGM of the Company scheduled to be held on Monday, December 14, 2026 at 1.00 p.m. (IST) via Video Conference ("VC") / Other Audio Visual Means ("OAVM").

The said Notice of EOGM is also available on the website of the Company at :

https://f860e6dc-a2e5-48ef-a176-30728873a54b.filesusr.com/ugd/aaf330_b4054adac7d34a0aa5f62ca03b85ce66.pdf

This is submitted pursuant to Regulation 30 read with Para A, Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Kindly take the above information on records and disseminate.

Thanking you,

Yours faithfully,

For Euphoria Infotech (India) Limited

PRIYABRATA SEAL
Digitally signed by PRIYABRATA SEAL
Date: 2026.11.20 15:27:03 +05'30'

Priyabrata Seal
Whole-time Director
DIN: 07449685

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NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that Extra Ordinary General Meeting of the members of Euphoria Infotech (India) Limited will be held on Monday, December 14, 2026 at 1.00 p.m. through Video Conferencing ("VC")/other Audio-Visual Means ('OAVM) facility to transact the following businesses:

Special Business

1. **To increase the Authorised Share Capital of the company and consequent amendment in the Memorandum of Association.**

To consider and if deemed fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and 64 of the Companies Act, 2013 read with Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, including any statutory modifications or re-enactment's thereof, for the time being in force and applicable provisions of Articles of Association of the company, the consent of the members of the Company, be and is hereby accorded to the increase in the authorized share capital of the Company, from existing Rs. 3,25,00,000/- (Rupees Three Crore Twenty-Five Lakh Only) divided into 32,50,000 (Thirty-Two Lakh Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 4,00,00,000/- (Rupees Four Crore Only) divided into 40,00,000 (Forty Lakh) Equity shares of Rs. 10/- (Rupees Ten Only) each, by creation of an additional 7,50,000 (Seven Lakh Fifty Thousand) equity shares of Rs.10/- (Rupees Ten Only) each, ranking pari-passu with the existing shares of the Company.

RESOLVED FURTHER THAT pursuant to Sections 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded to alter the Memorandum of Association (MOA) of the Company by substituting the existing clause 5 of the MOA with the following new clause 5:

"*V. The Authorised Share Capital of the Company is Rs. 4,00,00,000/- (Rupees Four Crore Only), divided into 40,00,000 (Forty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each, with power to increase and/or reduce the capital of the Company as provided in the Articles of Association of the Company."*

RESOLVED FURTHER THAT Board of Directors of the Company, be and is hereby authorized to do all such necessary actions, deeds and things to give effect to the above resolution."

2. **Appointment of Mrs. Nikita Jain (DIN: 08222385) as an Independent Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules framed thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mrs. Nikita Jain (DIN: 08222385), who was appointed as an Additional Director by the Board of Directors of the Company ("the Board") based on the recommendation of the Nomination and Remuneration Committee with effect from November 14, 2026 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, and she will be entitled to hold office for a first term of consecutive five years up to November 13, 2031."

RESOLVED FURTHER THAT the Board (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution."

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3. To approve the issuance of warrants convertible into equity shares to the proposed allottees, on a preferential basis.

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

"**RESOLVED THAT** pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, ("the Act") and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), including any statutory modification(s) or re-enactment(s) thereof from time to time, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof from time to time ("Listing Regulations"), and in accordance with all other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India, Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI"), or any other statutory/ regulatory authorities and subject to such approvals, permissions, consents and sanctions of any authorities, as may be necessary and subject to such terms and conditions, alteration and modifications as may be imposed or prescribed by any of them while granting such approvals, permissions, consents or sanctions, if any, and which may be accepted by the Board of Directors of the Company ("Board", which term shall be deemed to include Management Committee of the Board of Directors), the consent of the shareholders of the Company be and is hereby accorded to the Board (which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), to offer, issue and allot upto 8,00,000 (Eight Lakh) warrants, each convertible into or exchangeable for 1 (One) fully paid-up equity share of the Company of face value of Rs. 10 (Rupees Ten only) ("Warrants"), at a price of Rs. 30/- (Rupees Thirty Only) each (including the warrant subscription price and the warrant exercise price) payable in cash ("Warrant Issue Price") aggregating upto Rs. 2,40,00,000/- (Rupees Two Crore Forty Lakh Only) ("Total Issue Size") to the following persons belonging to public category on preferential basis upon such terms and conditions as may be deemed appropriate by the Board in accordance with the provisions of Companies Act, 2013, SEBI ICDR Regulations and other applicable laws:

Name	Category of Investor	Maximum No. of Warrants to be offered
Ajay Singhania	Public	4,00,000
Krishna Kumar Singhania	Public	4,00,000
Total		**8,00,000**

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the issue price for the Preferential Issue of the Equity Shares is November 13, 2026 ("Relevant Date"), being the date 30 days prior to the date of this Extra Ordinary General Meeting.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants and the resultant equity share to be allotted on exercise of such Warrants shall be subject to the following terms and conditions:

1. A Warrant subscription price equivalent to 25% (i.e. the upfront amount) of the issue price will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the SEBI ICDR Regulations. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.

2. The Warrant Holder(s) shall, subject to ICDR and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon, prior to or at the time of conversion.

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3. Each Warrant shall be convertible into One Equity Share of face value of Rs. 10/- of the Company. On exercise of option to convert the Warrants, the Company shall, without any further approval from shareholders of the Company, issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the Warrant Holder and perform such actions as required to credit the Equity Shares to the demat account of the allottee and entering the name of allottee in the records of the Depository.

4. The said Warrants shall be issued and allotted by the Company within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending for approval by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval.

5. The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company.

6. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

7. The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company.

8. The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations.

9. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

10. In the event the Warrant Holder(s) does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse, and the upfront amount paid by the Warrant holder on such Warrants shall stand forfeited by Company.

11. The Warrants by themselves, until exercise of the conversion and allotment of Equity Shares, do not give the Warrant Holder any voting rights akin to that of shareholders of the Company.

12. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including voting rights, right to receive dividend and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company with the existing fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Warrants, subject to the provisions of the Companies Act, 2013 and SEBI ICDR Regulations, without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (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), making applications to BSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, ("ROC"), National Securities Depository Limited ("NSDL"),

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Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders 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 of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Warrants or Equity Shares, 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 the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

By order of the Board
For Euphoria Infotech (India) Limited

Registered Office
Bengal Eco Intelligent Park,
Building EM-3 Sector V,
Salt Lake City, Kolkata-700091

sd/-
Priyabrata Seal
Whole-time Director
DIN: 07449685

Date: November 14, 2026

Notes

1. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 11/2022, 09/2023, 09/2024 and 03/2025 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023, September 19, 2024 and latest General Circular dated September 22, 2025, respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') and Circular Nos. SEBI / HO / CFD/ CFDPoD-2 / CMD1 / CIR / P / 2020 / 79, SEBI / HO / CFD / CMD2 / CIR / P / 2021 / 11 and SEBI / HODDHS / P / CIR / 2022 / 0063 / 2024 / 133, SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated, May 12, 2020, January 15, 2021, May 13, 2022, December 28, 2022, October 7, 2023 and October 3, 2024 ("SEBI Circular") respectively issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), holding of the Extra Ordinary General Meeting ('EOGM') through VC/OAVM, without the physical presence of the Members, is permitted. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'), MCA Circulars and SEBI Circulars, the EOGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue. The proceedings of the EOGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the EOGM.

2. The Explanatory Statement setting out material facts concerning the businesses under Item Nos. 1-3 of the Notice is annexed hereto. *[Section 102 of the Companies Act, 2013 ("Act")]*

3. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Companies Act, 2013 (Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the EOGM of the Company is being conducted through VC. NSDL is being engaged to provide facility for voting through remote e-voting, for participation in the EOGM through VC and e-voting during the EOGM. The procedure for voting through remote e-voting, e-voting during EOGM and participating in EOGM through VC are explained below and is also available on the website of the Company at www.euphoriainfotech.com

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4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EOGM 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. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for the EOGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

5. Members joining the EOGM through VC shall be permitted to exercise their right to vote using the e-voting facility at the EOGM, provided they have not cast their votes using remote e-voting facility. The members who have already cast their votes prior to EOGM using the remote e-voting facility may also join the EOGM though VC but shall not be entitled to cast their votes again at the EOGM.

6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the EOGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of EOGM.

7. The Board of Directors has appointed CS Md. Shahnawaz, Practicing Company Secretary (ACS No. 21427, CP No. 15076) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

8. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend EOGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization be sent to the Scrutinizer by email through its registered email address to msassociates16@gmail.com with a copy marked to evoting@nsdl.co.in.

9. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars, as amended, the Company is providing remote e-Voting facility to its members in respect of the business to be transacted at the EOGM and facility for those members participating in the EOGM to cast vote through e-Voting system during the EOGM. For this purpose, NSDL will be providing facility for voting through remote e-Voting, for participation in the EOGM through VC/ OAVM facility and e-Voting during the EOGM. Members may note that NSDL may use third party service provider for providing participation of the members through VC/ OAVM facility.

10. Non-Resident Indian members are requested to inform the Company/ Company's RTA (if shareholding is in physical mode) / respective Depository Participants (if shareholding is in demat mode), immediately of change in their residential status on return to India for permanent settlement.

    Since certain shares of the Company are held in physical form, the Company has complied with the applicable requirements prescribed under the SEBI Circular dated March 16, 2023, read with the SEBI Master Circular for Registrars to an Issue and Share Transfer Agents dated February 06, 2026, and amendments thereto, with respect to furnishing of PAN, KYC details and nomination by holders of physical shares of the Company.

    In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.

11. **Dispatch of Notice of EOGM through electronic mode:**

    In compliance with the aforesaid MCA Circular No. 17/2020 dated April 13, 2020, the Notice of the EOGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling EOGM along with the explanatory statement are available on the website of the Company at www.euphoriainfotech.com and on the website of

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the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com (the Authorised agency for providing voting through electronic means and EOGM through VC/OAVM). Company's web-link on the above will also be provided in advertisement being published in Business Standard (English Edition) and Sukhabar (Bengali Edition).

12. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of the names will be entitled to vote.

13. All the documents referred to in this Notice and Statement under Section 102 of the Act, shall be available for inspection by the Members from the date of circulation of this Notice upto the date of the EOGM through electronic mode. Members seeking inspection can send an email in advance to cs@euphoriainfotech.com.
14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company Secretary or RTA, Company's Registrar and Share Transfer Agents for assistance in this regard.

15. The Notice of EOGM, is available on the website of the Company at www.euphoriainfotech.com and also on the websites of the BSE Limited at www.bseindia.com. Notice of EOGM is also available on the website of and on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com.

16. Members attending the EOGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

17. Since the EGM will be held through VC / OAVM, the Route Map is not required and hence not annexed to this Notice

18. In line with the measures of "Green Initiatives", the Act provides for sending Notice of the EOGM and all other correspondences through electronic mode. Hence, members who have not registered their email IDs so far with their depository participants are requested to register their email ID for receiving all the communications Notices etc., in electronic mode. The Company is concerned about the environment and utilises natural resources in a sustainable way.

DETAILS OF DIRECTORS SEEKING APPOINTMENT AT THE EXTRA-ORDINARY GENERAL MEETING
[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard -2 on General Meetings]

Name of the Director	**Nikita Jain**
DIN	08222385
Date of Birth	November 17, 1992
Age	33 years
Date of Appointment	November 14, 2026
Qualification	Post Graduate
Experience and Expertise	Mrs. Nikita Jain has completed her Master (M.Com) from Calcutta University and pursuing CS Professional having 10 years of experience in the field of Legal Compliances
Number of Meetings of the Board attended during the financial year (2026-27)	NA
List of Directorship/Membership /Chairmanship of Committees of other Board	1. Prudential Microprocessors Private Limited 2. Apollo Investments Ltd 3. Thinking Hats Entertainment Solutions Limited
Membership / Chairmanship of Committees of Other Board	Thinking Hats Entertainment Solutions Limited

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	Chairperson in Audit Committee and Nomination and Remuneration Committee and Member in Stakeholders Relationship Committee.
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NA
Terms and Conditions of appointment or re-appointment along with details of remuneration, if any to be paid and the remuneration last drawn	Not liable to retire by rotation

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Friday, December 11, 2026 at 9:00 A.M. and ends on Sunday, December 13, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, December 7, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, December 7, 2026.

How do I vote electronically using NSDL e-Voting system?

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 and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

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. 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 options available against company name or **e-Voting service provider – NSDL** and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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Website: www.euphoriainfotech.com

Type of shareholders	Login Method
	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 or joining virtual meeting & voting during the meeting. 3. 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 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 options available against company name or **e-Voting service provider - NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speed_e**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
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 arehttps://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com and click on New System Myeasi. 2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote.

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Type of shareholders	Login Method
	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.
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. Once 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 options available against company name or **e-Voting service provider-NSDL** and you will be redirected to e-Voting website of NSDL 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 above mentioned 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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.inor call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

B) Login Method for shareholders 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

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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 user 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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

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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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
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.

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 msassociates16@gmail.com with a copy marked to evoting@nsdl.co.in.
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 toll free no.: 022 – 4886 7000 or send a request to Amit Vishal at evoting@nsdl.co.in

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:

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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 cs@euphoriainfotech.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 cs@euphoriainfotech.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 and joining virtual meeting for Individual shareholders holding securities in demat mode**.

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

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

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EOGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EOGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/shareholders, who will be present in the EOGM 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 in the EOGM.

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

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EOGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EOGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EOGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

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

4. 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

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

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@euphoriainfotech.com. The same will be replied by the company suitably.

General Instructions

i. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EOGM through ballot paper.
ii. CS Md. Shahnawaz, Practicing Company Secretary (Membership No. ACS- 21427 & CP No. 15076) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
iii. The members, who are present VC / OAVM at the EOGM but have not cast their votes during the remote e-voting period, shall be allowed to cast their voting through evoting.
iv. The Scrutinizer shall after the conclusion of voting at the EOGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EOGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
v. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.euphoriainfotech.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to BSE Limited.

By order of the Board
For Euphoria Infotech (India) Limited

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Bengal Eco Intelligent Park,
Building, Tower I, EM-3,
Unit 16, 13th Floor, Sector V,
Salt Lake City, Kolkata – 700091
West Bengal.
Date: November 14, 2026

sd/-
Priyabrata Seal
Whole-time Director
DIN: 07449685

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

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement set out all material facts concerning the Special Business mentioned under Item No. 1 & 2 in the accompanying Notice and should be taken as forming part of the Notice.

Item No. 1

The Board of Directors of the Company, at its meeting held on November 14, 2026, decided to infuse additional capital by way of a Preferential Issue, which necessitates an increase in the Authorised Share Capital of the Company from the existing Rs. 3,25,00,000/- (Rupees Three Crore Twenty-Five Lakh Only) divided into 32,50,000 (Thirty-Two Lakh Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 4,00,00,000/- (Rupees Four Crore Only) divided into 40,00,000 (Forty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each, by creation of an additional 7,50,000 (Seven Lakh Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each, ranking pari-passu with the existing shares of the Company, subject to the approval of the shareholders of the Company.

It is therefore proposed to increase the Authorised Share Capital of the Company by creation of 7,50,000 (Seven Lakh Fifty Thousand) additional Equity Shares of Rs. 10/- (Rupees Ten Only) each, ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

As per the provisions of Sections 13 and 61 of the Companies Act, 2013, approval of the shareholders by way of an Ordinary Resolution is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorised Share Capital of the Company.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in hand as well as soft copy. Any member desiring inspection can do either by physical inspection at the Registered Office or by sending email at cs@euphoriainfotech.com.

None of the Directors or their relatives or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the aforesaid resolution proposed to be passed as an ordinary resolution. The Board recommends the resolution set forth in the Notice for the approval of the members.

The Board of Directors of the Company, recommends the resolution set forth in Item no. 1 of the accompanying Notice for the approval of members.

Item No. 2

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ("Board") at its meeting held on November 14, 2026 had appointed Mrs. Nikita Jain (DIN: 08222385), who was appointed as an Additional Director by the Board of Directors of the Company for first term of five (5) years effective from November 14, 2026, not liable to retire by rotation, subject to approval of the shareholders of the Company. Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

The Company has received from Mrs. Nikita Jain (i) consents in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. She does not hold any equity shares of the Company. The Company has also received a Notice under Section 160 of the Act from a member proposing candidature of Mrs. Nikita Jain for the office of Directors of the Company.

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The resolution seeking approval of members for the appointment of Mrs. Nikita Jain (DIN- 08222385) as a Director of the Company is included in the Notice of EGM. She shall not be liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in resolutions set out respectively at Item No. 2 of the Notice.

The Board recommends the resolutions set forth in the Item No. 2 of the Notice for approval of the members.

Item No. 3

In order to meet the working capital requirement for the operations and general corporate purpose and to have greater financial strength in day-to-day working operations of the Company, it is necessary to augment long term resources. For this purpose, as may be decided by the Board of Directors in the best interests of the Company, it is proposed to issue 8,00,000 (Eight Lakh) Warrants each convertible into or exchangeable for 1 (One) fully paid-up equity share of the Company of face value of Rs. 10 (Rupees Ten only) ("Warrants"), to the persons, as per the proposed list of allottees set out in the resolution, on preferential basis, in one or more tranches, in accordance with the provisions of the Section 42, 62 and other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder and the provisions of the Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, ("ICDR") including any statutory modification(s) or re-enactment(s) thereof from time to time.

The Board of Directors of the Company at its meeting held on November 14, 2026, subject to the approval of the members of the Company and such other approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of upto 8,00,000 (Eight Lakh) Warrants on preferential basis to the persons / entities belonging to Public Category as mentioned in the Resolution No. 3.

The information as required under SEBI (ICDR) Regulations and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

A. Objects of the Preferential issue

The Company have significant working capital requirements, and it fund its working capital requirements in the ordinary course of business from our internal accruals/equity and financing facilities from various banks and financial institutions/non-banking financial companies. The Company requires additional working capital for funding future growth of the Company over the next 18 months. Accordingly, the proceed of the proposed preferential issue is to be utilized to meet the working capital requirement and general corporate purposes. The proposed utilization are as under:

(Rs. In Lakhs)

Particulars	***Total*^***
Working Capital requirement for Euphoria Infotech (India) Limited	*200.00*
General corporate purposes	*40.00*
Total	***240.00***

** Considering 100% conversion of Warrants into Equity Shares within the stipulated time.*

^ The amount of warrants will be received within 18 months, accordingly utilization shall be done."

B. Kind of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued

The Board of Directors at its meeting held on November 14, 2026 had approved the issue and allotment of up to 8,00,000 (Eight Lakh) Warrants at a price of Rs. 30/- per warrant, each convertible into or exchangeable for 1 (One) fully paid-up equity share of the Company of face value of Rs. 10 (Rupees Ten only) ("Warrants"), at Rs. 30/- (Rupees Thirty Only) per share, including a premium of Rs. 20/- per share, such price being not less

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than the minimum price as on the Relevant Date calculated in terms of SEBI (ICDR) Regulations to persons belonging to Public Category on a preferential basis.

C. Amount which the company intends to raise by way of such securities

The Company intends to raise up to Rs. 2,40,00,000/- (Rupees Two Crore Forty Lakh Only) through the proposed preferential issue of Warrants.

D. Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue is November 13, 2026, being 30 days prior to the date of this Extra Ordinary General Meeting.

E. Intention of promoters / directors / key managerial personnel to subscribe to the offer:

None of the promoters, promoter group, directors or key managerial personnel of the Company intend to subscribe to the offer pursuant to the proposed Preferential Issue.

F. Shareholding Pattern before and after the proposed preferential issue.

Sr. No	Category of Shareholders	Pre-preferential shareholding (as on 14-11-2026)		Post Allotment of Warrants	
		No. of Shares	%	No. of Shares	%
A	Promoters Shareholding				
	Promoter and Promoter Group	18,46,860	63.64	18,46,860	49.89
	Total A	**18,46,860**	**63.64**	**18,46,860**	**49.89**
B	Public Shareholding				
	Resident Individuals holding nominal share capital upto Rs. 2 lakhs	9,06,600	31.24	9,06,600	24.49
	Resident Individuals holding nominal share capital in excess of Rs. 2 Lakhs	54,000	1.86	8,54,000	23.07
	Non-Resident Indians (NRIs) REPAT	8,400	0.29	8,400	0.23
	Non-Resident Indians (NRIs)-NON-REPEAT	6,000	0.21	6,000	0.16
	Bodies Corporate	45,200	1.56	45,200	1.22
	Clearing Member	34,800	1.2	34,800	0.95
	TOTAL B	**10,55,000**	**36.36**	**18,55,000**	**50.11**
	TOTAL A+B	**29,01,860**	**100.00**	**37,01,860**	**100.00**

** Assuming full allotment of the equity shares as proposed in Resolution No.3 of the Proposed Notice.*

G. Proposed time within which the allotment shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of Warrants as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

H. The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them.

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Sr No	Details of Subscriber	Ultimate Beneficial Owner of the proposed Allottee(s) & His PAN	PAN of allottees / beneficial owner	Pre- issue holding	% to Pre-issue Capital	No. of warrants to be allotted	Post issue Shareholding (including proposed allotment + pre-shareholding)	% to post issue capital
1	Ajay Singhania	-	AKOPS8396R	-	-	4,00,000	4,00,000	10.81
2	Krishna Kumar Singhania	-	ALQPS8424F	-	-	4,00,000	4,00,000	10.81

I. Undertakings

Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price and therefore, the Company is not required to submit the undertaking specified under Regulation 163(1)(g) and Regulation 163(1)(h) of the ICDR Regulations and the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares, shall not be applicable.

J. The total number of shares or other securities to be issued

Upto 8,00,000 Warrants of the face value of Rs. 30/- (Rupees Thirty only) each ("the Warrants"), on a preferential basis in compliance with applicable provisions of Chapter V of the SEBI (ICDR) Regulations.

K. Terms of Issue of the Equity Shares, if any

The Convertible Warrants and the resultant equity share to be allotted shall be for cash and be allotted in one or multiple tranches, as may be decided by the Board. The resultant equity shares to be allotted upon conversion of warrants shall rank pari passu with existing equity shares of the Company in all respects. The Warrants by themselves, until exercise of the conversion and allotment of Equity Shares, do not give the Warrant Holder any voting rights akin to that of shareholders of the Company.

L. Pricing of Preferential Issue

The Convertible Warrants are proposed to be issued at Rs. 30/- per warrant (Warrant Issue Price), based on the price arrived at in compliance with Regulation 164(1) of SEBI ICDR Regulation i.e. Pricing of frequently traded shares. A copy of the valuation report dated November 14, 2026 shall be available for inspection at the Registered Office of the Company during business hours upto the date of the meeting.

M. Basis on which the price would be arrived at

The Equity Shares of the Company are listed on the BSE Limited ("Stock Exchanges") and the Equity Shares are frequently traded in terms of the SEBI (ICDR) Regulations.

For the purposes of computation of the minimum price per Warrants, the trading volumes for the preceding ninety trading days prior to the Relevant Date on the BSE Limited has been considered for determining the floor price in accordance with the SEBI (ICDR) Regulations.

In terms of the applicable provisions of Regulation 164(1) of the SEBI (ICDR) Regulations, the price at which the equity shares shall be allotted shall not be 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 prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

CIN: L92200WB2001PLC093236
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Email: info@euphoriainfotech.com
Website: www.euphoriainfotech.com

In terms of the applicable provisions of Regulation 164 of the SEBI (ICDR) Regulations, the floor price for the Preferential Issue is arrived at Rs. 29.38/- per warrant.

In addition to the floor price for the Preferential Allotment, pursuant to Regulation 166A(1) the SEBI (ICDR) Regulations, the Company also considered the valuation report dated November 14, 2026 issued by Mr. Manish Gadia, a registered valuer, IBBI Registration No. IBBI/RV/06/2019/11646 ("Valuation Report"), for determining the price of the Subscription warrants. The valuer has also considered NAV Method, PECV Method and Market Method, being the valuation methodologies for determining floor price. Valuation Report shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: https://f860e6dc-a2e5-48ef-a176-30728873a54b.filesusr.com/ugd/aaf330_38898dc044e241b9bdcaa601615a26ee.pdf

Accordingly, considering the valuation report as per regulation 166A(1) of SEBI (ICDR) Regulations and the floor price as per Regulation 164 of SEBI (ICDR) Regulations, the price per Warrant to be issued pursuant to the Preferential Issue is fixed at Rs. 30.00/- per warrant, being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

N. Name and address of valuer who performed valuation

The valuation of the Equity Shares has been carried out by CA. Manish Gadia, Registered Valuer, [Reg No. IBBI/RV/06/2019/11646] having its office at 5, Raja Subodh Mullick Square 2nd Floor, Kolkata – 700013. The valuation report is dated November 14, 2026.

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

Not Applicable as the proposed issue is for cash.

P. Class or Classes of Persons to whom the allotment is proposed to be made

The allotment is proposed to be made to the Public Category as mentioned below:

Sr. No	Name of the Proposed Allottee	Current Status of the Allottee	Proposed Status of the Allottee
1	Ajay Singhania	Public	Public
2	Krishna Kumar Singhania	Public	Public

Q. Change in control if any consequent to preferential issue

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue of the Warrants and equity shares in exchange of the Warrants.

However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

R. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person.

S. Lock-in period

The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.

The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI (ICDR) Regulations.

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T. Certificate from Practicing Company Secretaries

A certificate from CS Md Shahnawaz, Practicing Company Secretary (Membership No. ACS 21427 and CP No-15076), certifying compliance with requirements of Chapter V of the SEBI (ICDR) Regulations, 2018 in respect of the proposed preferential issue shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of the Meeting and all also be available during the Meeting.

The said Certificate is uploaded on the Investor page on the website of the Company and can be accessed at https://f860e6dc-a2e5-48ef-a176-30728873a54b.filesusr.com/ugd/aaf330_2b4c59d603e447388a6e25f8fec3644d.pdf

U. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

None of the Directors, Key Managerial Personnel (KMP) of the Company and the relative of Directors/KMP are concerned or interested, directly or indirectly, financially or otherwise, in the above referred resolution except in their capacity as members/shareholder of the Company.

V. Listing

The Company will make an application to the Stock Exchange at which the existing shares are listed, for listing of the Equity Shares that will be issued on conversion of Warrants.

W. Other disclosures

In accordance with SEBI ICDR Regulations,

I. The Company has not made any preferential allotment in the current financial year.

II. Neither the Company nor any of its Promoters and Directors has been declared as a willful defaulter or a fraudulent borrower or a fugitive economic offender.

III. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees.

IV. The Company is in compliance with the conditions for continuous listing.

V. The Company has obtained Valuation Report from the registered valuer as required under the provisions of Companies Act, 2013 read with the rules made there under, Articles of Association of the Company.

VI. The entire pre-preferential shareholding of the proposed allottees are in dematerialized form.

VII. Pursuant to Regulation 166A(1) the SEBI (ICDR) Regulations, the Company also considered the valuation report dated November 14, 2026 issued by Mr. Manish Gadia, a registered valuer, IBBI Registration No. IBBI/RV/06/2019/11646 (“Valuation Report”), for determining the price of the Subscription Warrants, as the Company is allotting more than 5% of the post issue fully diluted share capital of Company to allottees acting in concert.

VIII. None of the persons belonging to the promoter group have sold any equity shares during 90 trading days preceding the Relevant Date.

IX. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only.

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X. Utilization of Issue Proceeds and proposed schedule of implementation and deployment of Issue Proceeds

As the funds to be received against the issue of convertible warrants, will be in tranches, the quantum of funds available on different dates may vary. Therefore, the broad range of intended to utilize the proceeds amounting to Rs 240.00 Lakhs raised through the Preferential Issue ("Issue Proceeds") towards the following objects:

(Rs. In Lakhs)

Particulars	***Total*^***
Working Capital requirement for Euphoria Infotech (India) Limited	*200.00*
General corporate purposes	*40.00*
Total	***240.00***

** Considering 100% conversion of Warrants into Equity Shares within the stipulated time.*
^ The amount of warrants will be received within 18 months, accordingly utilization shall be done."

Y. Schedule of Implementation and Deployment of Funds

The proceeds of the preferential issue to be received by the Company on against the Warrants within 18 (eighteen) months period from the date of allotment of warrants in terms of Chapter V of the SEBI ICDR Regulations and as estimated by our management, the entire proceeds received from the issue would be utilized for all the above-mentioned objects, in phases, as per the Company's business requirements and availability of issue proceeds, latest by 31.03.2027.

Z. Interim Use of Proceeds

Our Company, in accordance with the policies formulated in accordance with the applicable laws and guidelines and description as given in this Notice, will have flexibility to deploy the Gross Proceeds. Pending utilization of the Gross Proceeds for the purposes described above, our Company intends to deposit the Gross Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934.

AA. Monitoring of Utilization of Funds

Since the issue size for Warrants does not exceed Rs.100 Crore, therefore, the Company is not required to appoint a Monitoring agency to monitor the issue in terms of the provisions of Regulation 162A of the SEBI ICDR Regulations, 2018.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members and, accordingly, recommends the resolution set forth in Item no. 3 of the accompanying Notice for the approval of members.

None of the Directors, Key Managerial Personnel (KMP) of the Company and the relative of Directors/KMP are concerned or interested, directly or indirectly, financially or otherwise, in the above referred resolution except in their capacity as members/shareholder of the Company.

By order of the Board
Euphoria Infotech (India) Limited

Registered Office
Bengal Eco Intelligent Park,
Building EM-3 Sector V,
Salt Lake City, Kolkata-700091

Date: November 14, 2026

Sd/-
Priyabrata Seal
Whole-time Director
DIN: 07449685