



Date: July 02, 2026

To,
Corporate Relationship Department,
BSE Limited,
P. J. Towers, Dalal Street,
Mumbai - 400 001

Scrip Code: 543806
Scrip Symbol: ITCONS

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: Notice of Postal Ballot.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('**Listing Regulations**') read with Schedule III of the Listing Regulations, we are submitting herewith the Notice of Postal Ballot ('**Notice**') dated June 29, 2026 for seeking approval of Members of the Company by way of voting through electronic means ('**e-voting**').

In accordance with the relevant circulars issued by the Ministry of Corporate Affairs, the Notice along with the explanatory statement (including instructions for e-voting), has been sent to all the members on Thursday, July 02, 2026, whose e-mail addresses are registered with the Company/ Depositories and whose names are recorded in the Register of Members of the Company or Register of Beneficial Owners maintained by Depositories as on **Friday, June 26, 2026** ('**Cut-off date**').

The Company has engaged the services of NSDL to provide e-voting facility to the Members. The e-voting period commences from **09:00 a.m. (IST) on Friday, July 03, 2026 and ends at 05:00 p.m. (IST) on Saturday, August 01, 2026.**

The result of the e-voting shall be declared on or before Monday, August 03, 2026.

You are requested to take the above information on your records.

Thanking You,
Yours Sincerely,
For ITCONS E-SOLUTIONS LIMITED

Pooja Gupta
Company Secretary & Compliance Officer

Enclosed: a/a



ITCONS E-SOLUTIONS LIMITED

CIN: L72900DL2007PLC163427

Registered Office: Regus Elegance 2F, Elegance Jasola District Centre, Old Mathura Road, South Delhi, New Delhi-110025 IN

Corporate Office: 3rd Floor, B-10, Bajaj Bhawan, Sector-3, JamnaLal Bajaj Marg, Noida, Gautam Buddha Nagar, UP-201301 IN

Tel.: +91-120-4149563

Email: cs.pooja@itconsinc.com | **Website:** www.itconsinc.com

NOTICE OF POSTAL BALLOT

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

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Sections 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**‘the Rules’**), including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force and in compliance with the applicable guidelines / circulars / rules issued by the Ministry of Corporate Affairs (**‘MCA’**) inter alia including General Circular No. 03/2025 dated 22nd September 2025, issued by MCA (**‘MCA Circulars’**) from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), Secretarial Standard on General Meetings (**‘SS-2’**) issued by the Institute of Company Secretaries of India, and other applicable laws, rules and regulations, if any, that the resolutions as set out below are proposed to be passed by the Members of ITCONS e-Solutions Limited (**‘Company’**), through Postal Ballot, by way of voting through electronic means (**‘remote e-Voting’**) only.

Pursuant to Section 102 and other applicable provisions of the Act, the statement setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice (**‘Notice’**) is annexed 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 e-mail addresses are registered with the Company / Depositories/ Registrar and Transfer Agent (**‘RTA’**) i.e. M/s. Cameo Corporate Services Limited. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited (**‘NSDL’**) for the purpose of providing remote e-Voting facility to its Members.

Members desirous of exercising their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the ‘Notes’ section of this Notice for casting of votes by remote e-Voting not later than 5.00 p.m. (IST) on Saturday, 01st August 2026. The remote e-Voting facility will be disabled by NSDL immediately thereafter.

The Notice is also available on the website of the Company at www.itconsinc.com , BSE Limited at www.bseindia.com , on which the equity shares of the Company are listed and on the website of NSDL at www.evoting.nsdl.com .

The Board has appointed Mrs. Preeti Jain (**FCS No. F13336**) (**COP No.14964**), Practicing Company Secretary, Proprietor of M/s. Jain Preeti & Co. as the Scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company (the “**Chairman**”) or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced within 2 working days from the conclusion of the e-Voting.

The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice. The last date of e-voting, i.e. **Saturday, August 01, 2026**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS

RESOLUTION NO. 1:

To approve Change in designation of Mr. Adit Mittal (DIN: 10163322) from Non-Executive director to Executive Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of section 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 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relevant provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded to change the designation of Mr. Adit Mittal (DIN: 10163322) from Non-Executive Director to Executive Director of the Company for a period of 5 years, commencing from May 26, 2026 till May 25, 2031 (both days inclusive), liable to retire by rotation and shall hold office on the terms and conditions of appointment, including payment of remuneration as stated below:

i. **Tenure:**

Mr. Adit Mittal shall hold office as Executive Director of the Company for a period of Five years w.e.f. May 26, 2026 to May 25, 2031. However, in terms of Schedule V of the Companies Act, 2013, payment of remuneration shall be subject to the approval of shareholders after three years (i.e. post-May 25, 2029).

ii. **Remuneration:**

The following remuneration shall be paid to Mr. Adit Mittal for a period of three years effective from May 26, 2026 to May 25, 2029:

a. **Salary:**

Up to Rs. 36,00,000/- p.a. (Rupees Thirty-six lakh only) per annum with an annual increment of 25% p.a., subject to Section 197, 198, Schedule V of the Companies Act, 2013, any subsequent increase in remuneration beyond the limits as stated herein shall be done by way of passing a special resolution in a general meeting of the Company.

b. Perquisites:

Mr. Adit Mittal shall be entitled to perquisites like rent free residential furnished or otherwise accommodation or house rent allowance in lieu thereof together with reimbursement of expenses for utilization of Gas, Electricity, Water, reimbursement of medical expenses incurred in India or abroad (including insurance premium for medical and hospitalization policy) for self and family, leave travel concession for self and his family including dependents, Children education allowance, club fees, premium towards personal accident insurance, premium towards Director and officer insurance and other payments in nature of benefits, perquisites and allowances as per rules of the Company subject to a ceiling of 25% of annual salary per annum.

“Family” covers the spouse, the dependent children, and dependent parents of Executive Director. In the computation of the ceiling on remuneration the following perquisites shall not be included:

- 1) Contribution to Provident fund or Superannuation or Annuity fund and Gratuity as per the Rules of the Company.
- 2) Leave and encashment of un availed leave as per the Rules of the Company.

c. Gratuity:

Gratuity shall be payable as per the HR policy of the Company but not exceeding 15 days salary for each completed year of service, encashment of leave at the end of the tenure and provident fund will not be included in the computation of Salary to the extent the same are not taxable under the Income-Tax Act, 1961.

d. Sitting Fee:

Mr. Adit Mittal shall not be paid any sitting fees for attending the meetings of the Board of Directors or any Committees thereof.

e. Other Amenities:

The following amenities shall not be considered as perquisites: -

- i. Free use of the Company's Car with Driver for the Business of the Company.
- ii. Free telephone at the residence.
- iii. Reimbursement of all actual costs, charges, and expenses incurred in the course of the Company's business.

iv. Minimum Remuneration:

In the event of absence or inadequacy of profits in any financial year, during the currency of the tenure, Mr. Adit Mittal shall be paid a minimum remuneration comprising of the Salary, Allowances, perquisites and other facilities (Communication & medical) as specified above as enhanced by the increments, as approved by the Board of Directors of the Company from time to time.

v. Nature of Duties & Powers:

Mr. Adit Mittal, Executive Director, shall look after the day-to-day management and business affairs of the Company. Subject to superintendence, control and directions of the Board of Directors, he shall exercise such other powers as may be assigned, granted and entrusted to him by the Board of Directors of the Company from time to time for the proper performance, discharge and execution of his duties and responsibilities;

The position may be terminated by the Company or by Mr. Adit Mittal by giving one-month prior notice in writing.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, the approval of the members be and is hereby accorded for the payment of remuneration to Mr. Adit Mittal, Executive Director, notwithstanding that (i) the annual remuneration payable to him exceeds Rs. 5 crore or 2.5% of the net profits of the Company, whichever is higher; or (ii) the aggregate annual remuneration of all the promoter, executive directors of the Company exceeds 5% of the net profits of the Company.

RESOLVED FURTHER THAT the payment of remuneration as given above shall be in force for a period of three years commencing from May 26, 2026 till May 25, 2029 and subject to renewal/enhancement of such remuneration by the shareholders thereafter.

RESOLVED FURTHER THAT subject to overall limit specified above, the Board of Directors of the Company is hereby authorized to alter, vary, modify the terms and conditions of appointment/re-appointment including remuneration, in accordance with the applicable provisions, for the time being in force as may be mutually agreed between the Board of Directors and Mr. Adit Mittal within the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Chapter XIII (Appointment and Remuneration of Managerial Personnel) and/or Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration (including the minimum remuneration), comprising salary, perquisites, allowances, etc. within such limit or ceiling as may be prescribed and the aforesaid terms of appointment between the Company and Mr. Adit Mittal be suitably amended to give effect to such amendment, modification, relaxation or variation, subject to such approvals as may be required under applicable law, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to resolve any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

RESOLUTION NO. 2:

Re-appointment of Mrs. Nikky Gupta (DIN: 03268791) as Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, (**‘the Act’**) and the rules made thereunder, read with Schedule IV of the said Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**) (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, Mrs. Nikky Gupta (**DIN: 03268791**), who was appointed as an Independent Director of the Company for a term of 1 year up to August 05, 2026 and is eligible for re-appointment as Independent Director and who has submitted a declaration that she meets the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, the consent of the members of the Company be and is hereby accorded for re-appointment of Mrs. Nikky Gupta as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from August 06, 2026 to August 05, 2031 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

RESOLUTION NO. 3:

Revision in remuneration payable to Mr. Gaurav Mittal, Managing Director & CEO of the Company

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

Resolution: -

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with relevant rules made thereunder including Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other applicable Laws, Rules and Regulations (including any statutory amendment(s), modification(s) or re-enactment(s) thereof) and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for the following revision in remuneration of Mr. Gaurav Mittal (**DIN: 01205129**), Managing Director & CEO, with effect from May 26, 2026:

A. Salary

Up to Rs. 60,00,000/- p.a. (Rupees Sixty Lakh Only) per annum with an annual increment of 20% p.a. subject to Section 197, 198, Schedule V of the Companies Act, 2013, any subsequent increase in remuneration beyond the limits as stated herein shall be done by way of passing a special resolution in a general meeting of the members of the Company.

B. Perquisites:

Mr. Gaurav Mittal shall be entitled to perquisites like rent free residential furnished or otherwise accommodation or house rent allowance in lieu thereof together with reimbursement of expenses for utilization of Gas, Electricity, Water, reimbursement of medical expenses incurred in India or abroad (including insurance premium for medical and hospitalization policy) for self and family, leave travel concession for self and his family including dependents, Children education allowance, club fees, premium towards personal accident insurance, premium towards Director and officer insurance and other payments in nature of benefits, perquisites and allowances as per rules of the Company subject to a ceiling of 25% of annual salary per annum.

“Family” covers the spouse, the dependent children, and dependent parents of Managing Director.

In the computation of the ceiling on remuneration the following perquisites shall not be included:

- 1) Contribution to Provident fund or Superannuation or Annuity fund and Gratuity as per the Rules of the Company.”
- 2) Leave and encashment of un availed leave as per the Rules of the Company.

III. Minimum Remuneration:

In the event of absence or inadequacy of profits in any financial year, during the currency of the tenure, Mr. Gaurav Mittal shall be paid a minimum remuneration comprising of the Salary, Allowances, perquisites and other facilities (Communication & medical) as specified above as enhanced by the increments, as approved by the Board of Directors of the Company from time to time

RESOLVED FURTHER THAT the Board shall have the discretion and authority to modify the aforesaid terms and remuneration within, however, the limit as approved by the members.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V of the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration (including the minimum remuneration) , i.e., the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Gaurav Mittal be suitably amended to give effect to such modification, relaxation or variation subject to such approvals as may be required by law.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle any question,

difficulty or doubt, that may arise in giving effect to this resolution and to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

RESOLUTION NO. 4:

To increase the limit for granting loans, providing guarantees or securities and making investments in securities under section 186 of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all the earlier resolutions passed in this regard, consent 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**”) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors in their absolute discretion deem beneficial and in the best interest of the Company, for an amount not exceeding Rs. 1000 Crores (Rupees One Thousand Crores Only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.”

RESOLUTION NO. 5:

Approval to advance any loan/give guarantee/provide security under section 185 of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (“**Act**”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent 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**”), for giving loan(s) in one or more tranches including loan represented by way of book debt (the “**Loan**”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in section 185 of the Act (collectively referred to as the “**Entities**”), of an aggregate amount not exceeding Rs. 1000 Crores (Rupees One Thousand Crores Only), in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

RESOLUTION NO. 6:

To Increase the Borrowing Limits under section 180(1)(c) of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary and in supersession of all the earlier resolutions passed in this regard, the consent of the Members of the Company be and is hereby accorded, to borrow and raise such sums of money from bank and/or other non-banking financial lenders and/or any corporates and/or other financial institutions, lenders or other eligible investor (as permitted under applicable laws) in the form of terms loan (short term/ long term), cash credit, overdraft facility, working capital demand loan etc., on such terms and conditions and with or without security, including commercial terms as may be determined by the Board of Directors, as may be required for the purposes of the business of the Company, together with the money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s banker in the ordinary course of business) exceeds the aggregate of the paid up share capital and free reserves and securities premium of the Company, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 1000 crore (Rupees One Thousand Crore Only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all the requisite, incidental, consequential steps to implement the above resolution and to perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, any question, query or doubt that may arise in this regard, and to execute/ publish all such notices, deeds, agreements, papers and writings as may be necessary and required for giving effect to this resolution.”

By order of the Board of Directors
For **ITCONS e-Solutions Limited**

Place: New Delhi
Date: June 29, 2026

Pooja Gupta
Company Secretary & Compliance Officer

NOTES:

1. A Statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules framed thereunder, setting out all material facts relating to the resolutions mentioned in this Postal

Ballot Notice and additional information as required under the Listing Regulations and SS-2 are attached.

2. In compliance with the MCA Circulars, this Postal Ballot Notice along with the instructions regarding e-voting is being sent only via electronic mode i.e. email to those members whose name appears in the Register of Members of the Company or Register of Beneficial Owners maintained by National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') (together referred as 'Depositories') and whose e-mail address(es) are registered with Company/ Depositories/ Registrar and Transfer Agent i.e. M/s. Cameo Corporate Services Limited ('Cameo/RTA') as on **Friday, June 26, 2026** ('the Cut-off date'). Physical copies of this Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to members for this Postal Ballot process. Members are requested to provide their assent or dissent through remote e-Voting only.
3. This Postal Ballot Notice will also be available on the Company's website at www.itconsinc.com and may also be accessed from the relevant section on the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com. Any person who is not a member on the cut-off date shall treat this Notice for information purpose only.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address with our RTA i.e. M/s. Cameo Corporate Services Limited by submitting Form ISR-1 (available on the website of the Company at www.itconsinc.com) duly filled and signed along with requisite supporting documents to RTA at Subramanian Building", #1, Club House Road, Chennai - 600 002
5. Only a person, whose name is recorded in the Register of Members/ Register of Beneficial owners, as on the cut-off date, maintained by the RTA/ Depositories shall be entitled to participate in the e-Voting. A person who is not a member as on the cut-off date, should treat this Postal Ballot Notice for information purpose only.
6. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the '**Listing Regulations**') as amended from time to time, the Company is pleased to offer remote e-voting facility to all the Members of the Company. The Company has appointed National Securities Depository Limited (hereinafter referred to as "NSDL" or "**Service Provider**") for facilitating e-voting to enable the Members to cast their votes electronically (hereinafter referred to as the "**Remote e-voting**").
7. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-off Date.
8. The e-voting period commences on **Friday, July 03, 2026 at 9.00 a.m. (IST)** and will end on **Saturday, August 01, 2026 at 5.00 p.m. (IST)**. The e-voting module shall be disabled by NSDL for voting thereafter. During this period, the Members of the Company holding shares as on the cut-off date, i.e., **Friday, June 26, 2026**, may cast their vote by electronic means in the manner given below. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
9. The Board of Directors has appointed Mrs. Preeti Jain, Practicing Company Secretary as scrutinizer for conducting the Postal ballot through electronic voting process in a fair and transparent manner and they have

communicated their willingness to be appointed as a Scrutinizer and will be available for the said purpose. The Scrutinizer decision on the validity of the votes cast in the Postal Ballot shall be final.

10. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within 2 working days from the conclusion of e-voting and will also be displayed on the Company website at www.itconsinc.com and on the website of NSDL at www.evoting.nsdl.com. The result will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.
11. The resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. **Saturday, August 01, 2026**. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they were passed at a General Meeting of the Members.
12. All the material documents referred to in this Postal Ballot Notice will be made available for inspection by the Members at the registered office of the Company during business hours on all working days except Saturday and Sunday, from the date of dispatch of this Postal Ballot Notice until the last date for receipt of votes by Postal Ballot / E-voting i.e. Saturday, August 01, 2026.

INSTRUCTIONS FOR VOTING

Voting through Electronic Means

In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their vote electronically instead of dispatching the physical Postal Ballot form by post. The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing e-Voting facility to all its members.

The instruction for e-voting are as under:

The e-voting period commences on **Friday, July 03, 2026 at 09:00 A.M.(IST) and ends on Saturday, August 01, 2026 at 5:00 P.M. (IST)**. The remote e-voting module shall be disabled for voting thereafter. During this period, the members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being **Friday, June 26, 2026**, may cast their vote by electronic means in the manner and process set out herein below. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.





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 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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.

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

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 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.co.in 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 is in Active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 cspreetjain@gmail.com with a copy marked to evoting@nsdl.com. 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.

1. 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 and 022 - 2499 7000 or send a request to Mrs. Pallavi Mhatra, Senior Manager, National Securities Depository Limited, 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022- 48867000.

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 cs.pooja@itconsinc.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.pooja@itconsinc.com. If you are an Individual shareholders 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 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

In respect of Item No. 1:

Mr. Adit Mittal (**DIN:10163322**) was appointed as Non-Executive Director by the Board of Directors on August 06, 2025 and later regularize by shareholders in their 18th Annual General Meeting held on September 24, 2025. The Board is of the view that Mr. Adit Mittal's association with the Company and his understanding of business, operations and objectives contributes effectively to the growth of the Company. Considering the Company's business requirements, the Board believes that his active involvement in the executive management of the Company will strengthen its operational oversight, facilitate effective implementation of business strategies, and support efficient decision-making. The proposed change in designation from Non-Executive Director to Executive Director will enable Mr. Adit Mittal to devote greater time and attention to the affairs of the Company and contribute more actively towards its operational management and long-term growth. The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee at its meeting held on May 26, 2026 approved change in the designation of Mr. Adit Mittal (**DIN:10163322**) as an Executive Director of the Company, subject to approval of the Members of the Company. The remuneration proposed for Mr. Adit Mittal is Rs. 36,00,000/- (Rupees Thirty Six Lakhs Only) per annum with an annual increment of 25% of annual salary per annum, which commensurate with the industry and size of the Company. Mr. Adit Mittal has no pecuniary relationship directly or indirectly with the Company. The Board of Directors is of the opinion that the above remuneration being payable to Mr. Adit Mittal, as Executive Director of the Company, is commensurate with his duties and responsibilities.

The Board considers that his association as Executive Director will be beneficial to and in the interest of the Company. The Company has in terms of section 160(1) of the Companies Act, 2013 ('**the Act**') received a notice from a Member proposing his candidature for the office of Director. The Board recommends the Special Resolution as set out at Item No. 1 of the Notice for approval by the Members. The details as required under Secretarial Standard-2 are given in Annexure-2.

Mr. Adit Mittal, is a B. TECH in EEE (Electrical & Electronics) from BITS Pilani - a premier Tier-1 institute. He has excellent understanding of Manpower and Staffing business and Capital Market. He is also a Director of MahhaGuru NavGrah Private Limited. He has been conferred Karmaveer Chakra Award by International Confederation of Non-Governmental Organizations in partnership with the United Nations for his excellent social works in areas of poor child education, Green & clean India. He is also co-author of book called "A Monk with a Merc", the book won Golden Books Award 2025. He is being widely covered on Front page of couple of premium business magazines like Entrepreneur one, Prime Insights, Tycoon Insights etc.

The Company has received a declaration from Mr. Adit Mittal under section 184 of the Act, read with the rules framed thereunder. Further, Mr. Adit Mittal 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 acts as a Director in terms of Section 152 of the Act.

None of the other Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Gaurav Mittal (Managing Director & CEO), Mr. Chetan Prakash Mittal and Mrs. Prem Lata Mittal (Director), are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

In respect of Item No. 2

Mrs. Nikky Gupta (**DIN: 03268791**) was appointed as Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 ("**the Act**") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Members at 18TH Annual General Meeting held on September 24, 2025 for a period of 1 (One) year commencing from August 06, 2025 up to August 05, 2026 (both days inclusive) and is eligible for re-

appointment as Independent Director on the Board of the Company.

Based on the recommendation of Nomination and Remuneration Committee ('NRC'), the Board of Directors at its meeting held on May 26, 2026, proposed the re-appointment of Mrs. Nikky Gupta (**DIN: 03268791**) as Independent Director of the Company for the second term, for a period of 05 (five) consecutive years commencing from August 06, 2026 till August 05, 2031 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of Special Resolution.

Mrs. Nikky Gupta is a postgraduate diploma in mass communication and journalism from Jagran Institute of Management and Mass Communication, Noida, Uttar Pradesh. She is an advocacy strategist and communication expert. She has built a powerhouse in strategic communications, shaping brand trust, strategic outreach, and crisis management for leading brands. Nikky Gupta is a highly skilled consultant with extensive experience in policy advocacy, industry collaborations, and behaviour change communication across agriculture, food production, healthcare, and quality standards. Under her leadership, brands have executed high-impact campaigns like #EmergencyCarein11Minutes (Medulance), Fighting Cough, Saving India's Image (Akums Drugs), Preserve the Uterus (Bayer & IHW Council), and #GetTestedForGlaucoma (Entod Pharma), setting industry benchmarks. She also pioneered HealthFluencer, connecting brands with trusted voices to enhance engagement.

The Board is of the opinion that Mrs. Nikky Gupta continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as Independent Director of the Company and her continued association would be of immense benefit to the Company. The Company has in terms of section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing her candidature for the office of Director.

The Company has received a declaration from Mrs. Nikky Gupta confirming that she continues to meet the criteria of independence as prescribed under section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). Further, Mrs. Nikky Gupta has confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to acts as a Director in terms of Section 152 of the Act, subject to re-appointment by the Members.

The Board recommends the Special resolution set out in Item No. 2 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mrs. Nikky Gupta and her relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice.

Disclosure as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India are given in Annexure-2 to this notice.

In respect of Item No. 3

Mr. Gaurav Mittal was re-appointed as Managing Director by way of a special resolution passed by the members at the 18th Annual General Meeting of the Company held on 24th September, 2025 with effect from October 13, 2025 for period of five years up to October 12, 2030. Further the Members at the 18th Annual General Meeting of the Company held on 24th September, 2025, by way of a special resolution, approved remuneration to Mr. Gaurav Mittal, Managing Director, of Rs. 60,00,000 per annum with an annual increment of 20% per annum along with perquisites of 10% of annual salary per annum, including the minimum remuneration to be paid in case Company has no profits or the profits of the Company are inadequate as approved and recommended by the Nomination and Remuneration Committee and the Board.

The Board, based on the recommendation of the Nomination and Remuneration Committee, has reviewed the remuneration structure of Mr. Gaurav Mittal, Managing Director, and is of the view that the existing limit of perquisites be revised. Accordingly, it is proposed to revise the limit of perquisites payable to him from 10% to 25% of his annual salary, while all other terms and conditions of his appointment and remuneration shall remain unchanged. The proposed revision is only a restructuring of the remuneration components, without any increase in the overall remuneration approved by the Members. In case of inadequacy or absence of profits, Gaurav Mittal shall be paid a minimum remuneration comprising of the Salary, Allowances, perquisites and other facilities (Communication & medical) as specified above as enhanced by the increments, as approved by the Board of Directors of the Company from time to time. The details as required under Secretarial Standard-2 is given in Annexure-2.

In respect of Item No. 4

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 (“Act”), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting. In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 1000 Crores, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 4 for approval by the members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

In respect of Item No. 5

Pursuant to Section 185 of the Companies Act, 2013 (“the Act”), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of ‘a person in whom any of the director of the Company is interested’ as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the “Entities”), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no. 5 of the notice.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan,

guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors recommend the resolution set forth in Item no. 5 of the notice for your approval as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

In respect of Item No. 6

In order to meet the Company's funding requirements for business expansion, working capital, capital expenditure, investments, and other general corporate purposes, the Company may be required to borrow funds from time to time by way of term loans, working capital facilities, debentures, or other financial instruments from banks, financial institutions, NBFCs, or any other lender, and/or foreign lender and/or any other institution and/or body corporate / entity / entities and/or authority/authorities. As per the provisions of Section 180(1)(c) of the Act, the Board of Directors shall not borrow in excess of the company's paid up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the shareholders accorded by way of a special resolution.

In view of expanding business operations of the Company, the Board felt it is necessary to increase the existing borrowing limits in terms of Section 180(1)(c) of the Act. Accordingly, the Board of Directors, at its meeting held on 26th May, 2026, has approved the proposal to seek the consent of the members pursuant to Section 180(1)(c) of the Act, to enable the Board to borrow monies from time to time in connection with the business of the company subject to the aggregate amount of borrowing at any point of time not to exceed Rs. 1000 crores (Rupees One Thousand Crores only), or the aggregate of the paid-up capital, free reserves and securities premium account of the Company whichever is higher. The Board considers the above proposal is in the best interest of the Company and accordingly, the Board recommends passing of the Special Resolution as set out in Item no. 06 of this Postal ballot Notice, for approval by the Members of the Company

None of the Directors, Key Managerial Personnel of the Company, or their relatives are in any way concerned or interested, financially or otherwise, in passing the said resolution, except to the extent of their shareholding, if any, in the Company

By order of the Board of Directors
For ITCONS e-Solutions Limited

Place: New Delhi
Date: June 29, 2026

Pooja Gupta
Company Secretary & Compliance Officer

Details of Directors in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards on General Meetings – 2

Name of the Director	Mr. Adit Mittal	Mrs. Nikky Gupta	Mr. Gaurav Mittal
Director Identification Number	10163322	03268791	01205129
Date of Birth	February 10, 2005	November 28, 1984	August 24, 1974
Age	21 years	41 years	51 years
Nationality	Indian	Indian	Indian
Date of first appointment on the Board	August 06, 2025	August 06, 2025	May 15, 2007; Re-designated as Managing Director and Chief Executive Officer w.e.f. October 13, 2023
Designation / Category of the Director	Executive Director	Independent Director	Managing Director & Chief Executive Officer
Qualification	Mr. Adit Mittal is a TECH in EEE (Electrical & Electronics) from BITS Pilani - a premier Tier-1 institute	Mrs. Nikky Gupta is a postgraduate diploma in mass communication and journalism from Jagran Institute of Management and Mass Communication, Noida, Uttar Pradesh.	Mr. Gaurav Mittal holds a Bachelor's Degree in Electrical Engineering & PH.D
Directorships held in other companies excluding foreign companies as on the date of this Notice	Mahaguru Navgrah Private Limited	<ul style="list-style-type: none"> • Respower Sustainable Solutions Private Limited • Teamwork Communication Solutions Private Limited • Responsible Influence Private Limited • IHW Media Private Limited • Seven Sharks Hospitality India Private Limited • Integrated Health and Wellbeing Council 	Mahaguru Navgrah Private Limited

Memberships / Chairmanships of Committees of other Companies (excluding foreign companies) as on date of this Notice	NIL	NIL	NIL
Listed entities from which the Director has resigned in past 3 years	NIL	NIL	NIL
Shareholding in the Company (including shareholding as a beneficial owner) as on the date of this Notice	6,90,000 shares	NIL	29,33,154 shares
No. of Board Meetings held and attended during the financial year 2026-27	2/2	0/2	2/2
Brief Resume, Nature of expertise and specific functional areas	As detailed in the resolution and explanatory statement under Item No. 1	As detailed in the resolution and explanatory statement under Item No. 2	Not Applicable
Terms and Conditions of appointment along with details of remuneration sought to be paid	As detailed in the resolution and explanatory statement under Item No. 1	As detailed in the resolution and explanatory statement under Item No. 2	As detailed in the resolution and explanatory statement under Item No. 3
Details of remuneration last drawn	5 lakhs per month	Not Applicable	Not Applicable
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Mr. Adit Mittal is the son of Mr. Gaurav Mittal (Managing Director & CEO) and Grandson of Mr. Chetan Prakash Mittal and Mrs. Prem Lata Mittal (Director)	Not related to any Director / Key Managerial Personnel of the Company or its subsidiaries companies	Mr. Gaurav Mittal is the father of Mr. Adit Mittal (Director) and Son of Mr. Chetan Prakash Mittal and Prem Lata Mittal (Director)

By order of the Board of Directors
For ITCONS e-Solutions Limited

Place: New Delhi
Date: June 29, 2026

Pooja Gupta
Company Secretary & Compliance Officer