

# VISHAKHA AGRAWAL & ASSOCIATES

Practising Company Secretaries  
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## CONSOLIDATED SCRUTINIZER'S REPORT (In Lieu of E-Voting & Poll at the AGM)

(Pursuant to Section 108 and Section 109 of the Companies Act, 2013 read with Rule 20 and 21(2) of the Companies (Management and Administration) Rules, 2014)

To  
The Chairman  
of 5<sup>th</sup> Annual General Meeting of  
**SAHANA SYSTEM LIMITED**  
CIN: L72500GJ2020PLC112865  
1301, Maple Trade Centre, Nr. Surdhara Circle,  
Sal Hospital Road, Thaltej, Memnagar, Ahmedabad (G.J.) - 380052

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting & Poll conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the 05<sup>th</sup> Annual General Meeting of the Company held on Tuesday, the 30<sup>th</sup> September, 2025 at 04:00 p.m. through Video Conferencing (VC) or Other Audio Visual Means (OAVM).**

I, Vishakha Agrawal, Proprietor of M/s Vishakha Agrawal & Associates, Practicing Company Secretaries, Indore have been appointed as the scrutinizer by the Board of Directors of **Sahana System Limited** ("the Company") for the purpose of scrutinizing, in a fair and transparent manner, the e-voting process and ascertaining the requisite majority on e-voting carried out in respect of below mentioned resolutions as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rule), as amended, for the **05<sup>th</sup> Annual General Meeting (AGM)** of the Company, held on Tuesday, the **30<sup>th</sup> September, 2025** at 04:00 p.m. through Video Conferencing or Other Audio Visual Means (OAVM) and for which purpose, the registered office of the Company situated at 1301, Maple Trade Centre, Nr. Surdhara Circle, Sal Hospital Road, Thaltej, Memnagar, Ahmedabad (G.J.) - 380052 shall be deemed as the venue of the meeting and the proceedings of the AGM shall be deemed to be made there at.

Pursuant to the General Circulars issued by the Ministry of Corporate Affairs on 8th April 2020, 13th April 2020, 5th May, 2020 and SEBI Circular dated 12th May, 2020, an advertisement was published in the Financial Express (English) and Financial Express (Gujarati) Ahmedabad, Morning edition dated 04<sup>th</sup> September 2025 specifying the remote e-voting process, book closure and the date and time of 05<sup>th</sup> AGM of the Company.

The notice dated 30<sup>th</sup> August, 2025 of the AGM, as confirmed by the Company was sent through electronic mode to the Members whose email addresses are registered with the Company/ Depositories and was hosted on the Company's website, website of Stock Exchange and website of agency providing the platform for remote e-voting and voting through poll during the AGM.

The Company had appointed Central Depository Services Limited ("CDSL") as the agency for providing the platform for remote e-voting and e-voting at the AGM of the Company.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and poll on the resolutions contained in the Notice to the **05<sup>th</sup> AGM** of the members of the Company.

My responsibility as scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the Votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by Central Depositories Services Limited (CDSL), the authorized agency to provide e-voting facilities and also at the time of poll at the AGM, engaged by the Company.

We submit herewith our report as under:

- i. The e-voting period remained open from 26<sup>th</sup> September, 2025 (Friday) at 9.00 a.m. to 29<sup>th</sup> September, 2025 (Monday) at 5.00 p.m.
- ii. The members of the Company as on the "Cut-Off" date i.e. 23<sup>rd</sup> September 2025 were entitled to vote on the resolutions as set out in the notice of the 05<sup>th</sup> AGM of the Company.
- iii. It was observed that
  - a. 25 members had cast their votes through remote e-voting.
  - b. No members cast their votes through e-voting at the time of AGM.
- iv. Thereafter the details containing inter alia, list of Equity Share Holders, who voted "for" / "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com/reportStatus.jsp> based on such reports generated, the result of the e-voting is as under:-

#### ITEM NO. 1:

**Ordinary Resolution:** To consider, approve and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2025 and the Reports of Board of Directors and the Auditors thereon.

| Category                         | Mode of Voting                | No. of shares held<br>(1) | No. of votes polled<br>(2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes in favor<br>(4) | No. of Votes against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|----------------------------------|-------------------------------|---------------------------|----------------------------|--------------------------------------------------------------|------------------------------|-----------------------------|-----------------------------------------------------------|---------------------------------------------------------|
| Promoter & Promoter Group        | E-VOTING                      | 5056935                   | 4980230                    | 98.483                                                       | 4980230                      | 0                           | 100.00                                                    | 0.00                                                    |
|                                  | POLL                          |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | POSTAL BALLOT (if applicable) |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | TOTAL                         | 5056935                   | 4980230                    | 98.483                                                       | 4980230                      | 0                           | 100.00                                                    | 0.00                                                    |
| Public – Institutions            | E-VOTING                      | 72397                     | 176                        | 0.243                                                        | 176                          | 0                           | 100.00                                                    | 0.00                                                    |
|                                  | POLL                          |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | POSTAL BALLOT (if applicable) |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | TOTAL                         | 72397                     | 176                        | 0.243                                                        | 176                          | 0                           | 100.00                                                    | 0.00                                                    |
| Public- Non-Institutions         | E-VOTING                      | 3707772                   | 705567                     | 19.029                                                       | 705567                       | 0                           | 100.00                                                    | 0.00                                                    |
|                                  | POLL                          |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | POSTAL BALLOT (if applicable) |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | TOTAL                         | 3707772                   | 705567                     | 19.029                                                       | 705567                       | 0                           | 100.00                                                    | 0.00                                                    |
| TOTAL                            |                               | 8837104                   | 5685973                    | 64.342                                                       | 5685973                      | 0                           | 100.00                                                    | 0.00                                                    |
| Whether resolution passed or not |                               |                           |                            |                                                              |                              |                             | Yes                                                       |                                                         |

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in Item No. 1 of the Notice of the AGM has been **passed** with **requisite majority**.

## ITEM NO. 2:

**Ordinary Resolution:** To consider, approve and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2025 together and the Report of the Auditors thereon.

| Category                         | Mode of Voting                | No. of shares held<br>(1) | No. of votes polled<br>(2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes in favor<br>(4) | No. of Votes against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|----------------------------------|-------------------------------|---------------------------|----------------------------|--------------------------------------------------------------|------------------------------|-----------------------------|-----------------------------------------------------------|---------------------------------------------------------|
| Promoter & Promoter Group        | E-VOTING                      | 5056935                   | 4980230                    | 98.483                                                       | 4980230                      | 0                           | 100.00                                                    | 0.00                                                    |
|                                  | POLL                          |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | POSTAL BALLOT (if applicable) |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | TOTAL                         | 5056935                   | 4980230                    | 98.483                                                       | 4980230                      | 0                           | 100.00                                                    | 0.00                                                    |
| Public – Institutions            | E-VOTING                      | 72397                     | 176                        | 0.243                                                        | 176                          | 0                           | 100.00                                                    | 0.00                                                    |
|                                  | POLL                          |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | POSTAL BALLOT (if applicable) |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | TOTAL                         | 72397                     | 176                        | 0.243                                                        | 176                          | 0                           | 100.00                                                    | 0.00                                                    |
| Public- Non-Institutions         | E-VOTING                      | 3707772                   | 705567                     | 19.029                                                       | 705567                       | 0                           | 100.00                                                    | 0.00                                                    |
|                                  | POLL                          |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | POSTAL BALLOT (if applicable) |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | TOTAL                         | 3707772                   | 705567                     | 19.029                                                       | 705567                       | 0                           | 100.00                                                    | 0.00                                                    |
| TOTAL                            |                               | 8837104                   | 5685973                    | 64.342                                                       | 5685973                      | 0                           | 100.00                                                    | 0.00                                                    |
| Whether resolution passed or not |                               |                           |                            |                                                              |                              |                             | Yes                                                       |                                                         |

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in Item No. 2 of the Notice of the AGM has been **passed** with **requisite majority**.

## ITEM NO. 3:

**Ordinary Resolution:** To reappoint Mr. Pratik Kakadia, Managing Director (DIN: 07282179) who retires by rotation and being eligible, offers himself for reappointment.

| Category                  | Mode of Voting                | No. of shares held<br>(1) | No. of votes polled<br>(2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes in favor<br>(4) | No. of Votes against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|---------------------------|-------------------------------|---------------------------|----------------------------|--------------------------------------------------------------|------------------------------|-----------------------------|-----------------------------------------------------------|---------------------------------------------------------|
| Promoter & Promoter Group | E-VOTING                      | 5056935                   | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                           | POLL                          |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                           | POSTAL BALLOT (if applicable) |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                           | TOTAL                         | 5056935                   | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
| Public – Institutions     | E-VOTING                      | 72397                     | 176                        | 0.243                                                        | 176                          | 0                           | 100.00                                                    | 0.00                                                    |
|                           | POLL                          |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                           | POSTAL BALLOT (if applicable) |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |

|                                  |                               |         |        |        |        |   |        |      |
|----------------------------------|-------------------------------|---------|--------|--------|--------|---|--------|------|
|                                  | TOTAL                         | 72397   | 176    | 0.243  | 176    | 0 | 100.00 | 0.00 |
| Public- Non-Institutions         | E-VOTING                      | 3707772 | 705567 | 19.029 | 705567 | 0 | 100.00 | 0.00 |
|                                  | POLL                          |         | 0      | 0.00   | 0      | 0 | 0.00   | 0.00 |
|                                  | POSTAL BALLOT (if applicable) |         | 0      | 0.00   | 0      | 0 | 0.00   | 0.00 |
|                                  | TOTAL                         | 3707772 | 705567 | 19.029 | 705567 | 0 | 100.00 | 0.00 |
| TOTAL                            |                               | 8837104 | 705743 | 7.986  | 705743 | 0 | 100.00 | 0.00 |
| Whether resolution passed or not |                               |         |        |        |        |   | Yes    |      |

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in Item No. 3 of the Notice of the AGM has been **passed** with **requisite majority**.

#### ITEM NO. 4:

#### TO CONSIDER AND APPOINT MR. JINANG DINESHKUMAR SHAH (DIN: 08388082) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

**Ordinary Resolution:** “RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on March 07th, 2025 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for reappointment of Mr. Jinang Dineshkumar Shah (DIN: 08388082) whose current term of office is expiring on ensuing annual general meeting and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a first term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a further term of 5 years on the Board of the Company w.e.f. March 7, 2025 up to March 6, 2030;

**RESOLVED FURTHER THAT** any director 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.”

| Category                  | Mode of Voting                | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes in favor | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---------------------------|-------------------------------|--------------------|---------------------|-----------------------------------------|-----------------------|----------------------|--------------------------------------|------------------------------------|
|                           |                               | (1)                | (2)                 | (3)=[(2)/(1)]*100                       | (4)                   | (5)                  | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter & Promoter Group | E-VOTING                      | 5056935            | 4980230             | 98.483                                  | 4980230               | 0                    | 100.00                               | 0.00                               |
|                           | POLL                          |                    | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                           | POSTAL BALLOT (if applicable) |                    | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                           | TOTAL                         | 5056935            | 4980230             | 98.483                                  | 4980230               | 0                    | 100.00                               | 0.00                               |
| Public – Institutions     | E-VOTING                      | 72397              | 176                 | 0.243                                   | 176                   | 0                    | 100.00                               | 0.00                               |
|                           | POLL                          |                    | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                           | POSTAL BALLOT (if applicable) |                    | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                           | TOTAL                         | 72397              | 176                 | 0.243                                   | 176                   | 0                    | 100.00                               | 0.00                               |
| Public- Non-Institutions  | E-VOTING                      | 3707772            | 705567              | 19.029                                  | 705567                | 0                    | 100.00                               | 0.00                               |
|                           | POLL                          |                    | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |

|                                  |                                  |         |         |        |         |   |        |      |
|----------------------------------|----------------------------------|---------|---------|--------|---------|---|--------|------|
|                                  | POSTAL BALLOT<br>(if applicable) |         | 0       | 0.00   | 0       | 0 | 0.00   | 0.00 |
|                                  | TOTAL                            | 3707772 | 705567  | 19.029 | 705567  | 0 | 100.00 | 0.00 |
| TOTAL                            |                                  | 8837104 | 5685973 | 64.342 | 5685973 | 0 | 100.00 | 0.00 |
| Whether resolution passed or not |                                  |         |         |        |         |   | Yes    |      |

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in Item No. 4 of the Notice of the AGM has been **passed** with **requisite majority**.

#### ITEM NO. 5:

#### TO CONSIDER AND APPROVE OVERALL BORROWING LIMITS AS PER SECTION 180 (1) (c ) OF THE COMPANIES ACT 2013

**Special Resolution: “RESOLVED THAT** in supersession of the earlier resolutions passed, the consent of the Company be and is hereby accorded in terms of section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs. 700 crores (Seven Hundred Crores only) including the money already borrowed by the Company in Indian Rupees or equivalent thereof in any foreign currency(ies) on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether domestic or international, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the company's assets and effects or properties including stock in trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) be and is hereby authorized for borrowing from time to time as it may think fit, any sum or sums of money but not exceeding Rs. 700 crores (Seven Hundred Crores only) in Indian Rupees or equivalent thereof in any foreign currency(ies) in aggregate (including the monies already borrowed by the Company) and on such terms and conditions as the Board may deem fit, by way of loans or in any other form whatsoever from, or issue of Bonds and/or Debentures or other Securities whether Convertible into Equity/Preference Shares and/or Securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe to Equity/Preference Shares (hereinafter referred to as “Securities”), to Bank(s), Financial or other Institution(s), Mutual Fund(s), Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) or any other person(s), body(ies) corporate, etc., whether shareholder of the Company or not.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, if any required, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the

Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

| Category                         | Mode of Voting                | No. of shares held<br>(1) | No. of votes polled<br>(2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes in favor<br>(4) | No. of Votes against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|----------------------------------|-------------------------------|---------------------------|----------------------------|--------------------------------------------------------------|------------------------------|-----------------------------|-----------------------------------------------------------|---------------------------------------------------------|
| Promoter & Promoter Group        | E-VOTING                      | 5056935                   | 4980230                    | 98.483                                                       | 4980230                      | 0                           | 100.00                                                    | 0.00                                                    |
|                                  | POLL                          |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | POSTAL BALLOT (if applicable) |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | TOTAL                         | 5056935                   | 4980230                    | 98.483                                                       | 4980230                      | 0                           | 100.00                                                    | 0.00                                                    |
| Public – Institutions            | E-VOTING                      | 72397                     | 176                        | 0.243                                                        | 0                            | 176                         | 0.00                                                      | 100.00                                                  |
|                                  | POLL                          |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | POSTAL BALLOT (if applicable) |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | TOTAL                         | 72397                     | 176                        | 0.243                                                        | 0                            | 176                         | 0.00                                                      | 100.00                                                  |
| Public- Non-Institutions         | E-VOTING                      | 3707772                   | 705567                     | 19.029                                                       | 705567                       | 0                           | 100.00                                                    | 0.00                                                    |
|                                  | POLL                          |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | POSTAL BALLOT (if applicable) |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | TOTAL                         | 3707772                   | 705567                     | 19.029                                                       | 705567                       | 0                           | 100.00                                                    | 0.00                                                    |
| TOTAL                            |                               | 8837104                   | 5685973                    | 64.342                                                       | 5685797                      | 176                         | 99.997                                                    | 0.003                                                   |
| Whether resolution passed or not |                               |                           |                            |                                                              |                              |                             | Yes                                                       |                                                         |

Based on the aforesaid result, we report that the **Special Resolution** as set out in Item No. 5 of the Notice of the AGM has been **passed** with **requisite majority**.

#### ITEM NO. 6:

#### TO CONSIDER AND APPROVE THE LIMITS UNDER SECTION 180 (1) (a) OF COMPANIES ACT 2013

**Special Resolution:** “RESOLVED THAT in supersession of the earlier resolutions passed, the consent of the Company be and is hereby accorded in terms of section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any person(s) authorized and/or committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to transfer, sell, lease, assign, deliver or otherwise dispose-off, dilute, disinvest, mortgage, and/or charge (in addition to the mortgages/charges previously created) all or any of the immovable and movable properties of the Company, wherever situate, both present and future or the whole or substantially the whole of the undertaking or undertakings of the Company, (save and except the current assets that are or may be hypothecated and/or pledged in favour of the Company’s Bankers for securing the borrowings for Working Capital Requirements) in such form and manner and with such ranking and at such time and on such terms and conditions as the Board may think fit, together with the power to take over the management of the Company in certain events of default, in favour of the Company’s lenders / agents / trustees in order to secure borrowings availed/to be availed of by the Company, in the course of business or for securing any loans and/or advances already obtained or that may be obtained by the

Company or others, from any Financial Institutions/ Banks/ Insurance Companies/ Other Bodies Corporate or person or persons and/or to secure any debentures issued subject to the limits specified under section 180(1)(c) of the Companies Act, 2013, together with interest, cost, charges and expenses thereon.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalize the terms and conditions for such transfer, sell, lease, disposal or creation of mortgage and/or charge and to do all such acts, deeds and things as may be necessary, usual or expedient for giving effect to this Resolution and also to agree to any amendments thereto from time to time as it may think fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, if any required, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

| Category                         | Mode of Voting                | No. of shares held<br>(1) | No. of votes polled<br>(2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes in favor<br>(4) | No. of Votes against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|----------------------------------|-------------------------------|---------------------------|----------------------------|--------------------------------------------------------------|------------------------------|-----------------------------|-----------------------------------------------------------|---------------------------------------------------------|
| Promoter & Promoter Group        | E-VOTING                      | 5056935                   | 4980230                    | 98.483                                                       | 4980230                      | 0                           | 100.00                                                    | 0.00                                                    |
|                                  | POLL                          |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | POSTAL BALLOT (if applicable) |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | TOTAL                         | 5056935                   | 4980230                    | 98.483                                                       | 4980230                      | 0                           | 100.00                                                    | 0.00                                                    |
| Public – Institutions            | E-VOTING                      | 72397                     | 176                        | 0.243                                                        | 0                            | 176                         | 0.00                                                      | 100.00                                                  |
|                                  | POLL                          |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | POSTAL BALLOT (if applicable) |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | TOTAL                         | 72397                     | 176                        | 0.243                                                        | 0                            | 176                         | 0.00                                                      | 100.00                                                  |
| Public- Non-Institutions         | E-VOTING                      | 3707772                   | 705567                     | 19.029                                                       | 705567                       | 0                           | 100.00                                                    | 0.00                                                    |
|                                  | POLL                          |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | POSTAL BALLOT (if applicable) |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | TOTAL                         | 3707772                   | 705567                     | 19.029                                                       | 705567                       | 0                           | 100.00                                                    | 0.00                                                    |
| TOTAL                            |                               | 8837104                   | 5685973                    | 64.342                                                       | 5685797                      | 176                         | 99.997                                                    | 0.003                                                   |
| Whether resolution passed or not |                               |                           |                            |                                                              |                              |                             | Yes                                                       |                                                         |

Based on the aforesaid result, we report that the **Special Resolution** as set out in Item No. 6 of the Notice of the AGM has been **passed** with **requisite majority**.

**ITEM NO. 7:****TO CONSIDER AND APPROVE THE LIMITS UNDER SECTION 185 OF THE COMPANIES ACT, 2013**

**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 the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall deemed to include unless the context otherwise required any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), 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 existing and future entities 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 (collectively referred to as the “Entities”), up to an aggregate amount not exceeding up to INR 1000 Crores (Rupees One thousand Crores Only) in one or more tranches, in its absolute discretion deem beneficial and in the best interest of the Company;

**RESOLVED FURTHER THAT** the powers be delegated to the Board of the Company and the Board 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.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, if any required, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

| Category            | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes in favor | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---------------------|----------------|--------------------|---------------------|-----------------------------------------|-----------------------|----------------------|--------------------------------------|------------------------------------|
|                     |                | (1)                | (2)                 | (3)=[(2)/(1)]*100                       | (4)                   | (5)                  | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter & Promoter | E-VOTING       | 5056935            | 4980230             | 98.483                                  | 4980230               | 0                    | 100.00                               | 0.00                               |
|                     | POLL           |                    | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |



|                                  |                                  |         |         |        |         |     |        |        |
|----------------------------------|----------------------------------|---------|---------|--------|---------|-----|--------|--------|
| Group                            | POSTAL BALLOT<br>(if applicable) |         | 0       | 0.00   | 0       | 0   | 0.00   | 0.00   |
|                                  | TOTAL                            | 5056935 | 4980230 | 98.483 | 4980230 | 0   | 100.00 | 0.00   |
| Public –<br>Institutions         | E-VOTING                         | 72397   | 176     | 0.243  | 0       | 176 | 0.00   | 100.00 |
|                                  | POLL                             |         | 0       | 0.00   | 0       | 0   | 0.00   | 0.00   |
|                                  | POSTAL BALLOT<br>(if applicable) |         | 0       | 0.00   | 0       | 0   | 0.00   | 0.00   |
|                                  | TOTAL                            | 72397   | 176     | 0.243  | 0       | 176 | 0.00   | 100.00 |
| Public- Non-<br>Institutions     | E-VOTING                         | 3707772 | 705567  | 19.029 | 705567  | 0   | 100.00 | 0.00   |
|                                  | POLL                             |         | 0       | 0.00   | 0       | 0   | 0.00   | 0.00   |
|                                  | POSTAL BALLOT<br>(if applicable) |         | 0       | 0.00   | 0       | 0   | 0.00   | 0.00   |
|                                  | TOTAL                            | 3707772 | 705567  | 19.029 | 705567  | 0   | 100.00 | 0.00   |
| TOTAL                            |                                  | 8837104 | 5685973 | 64.342 | 5685797 | 176 | 99.997 | 0.003  |
| Whether resolution passed or not |                                  |         |         |        |         |     | Yes    |        |

Based on the aforesaid result, we report that the **Special Resolution** as set out in Item No. 7 of the Notice of the AGM has been **passed** with **requisite majority**.

#### ITEM NO. 8:

#### **TO CONSIDER AND APPROVE THE THRESHOLD OF LOANS/ GUARANTEE PROVIDING SECURITIES AND MAKING INVESTMENTS IN SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT 2013**

**Special Resolution:** “**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) and the Articles of Association of the Company, and subject to the necessary approvals, consents, sanctions and permissions of appropriate authorities, as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include person(s) authorized and/or committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) give any loan to any person(s) or other body corporate(s) in tranches and/or give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and/or acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company and that the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided to or in all other body corporate along with the investments, loans, guarantees or securities proposed to be made or given by the Company, from time to time, for an amount not exceeding ₹ 1500 Crores (Rupees One Thousand Five Hundred 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** the Board be and is hereby authorized to negotiate and finalise the terms and conditions of such investments, loans, guarantees and provision of securities on behalf of the Company and to take such other steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, if any required, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, if any required, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

| Category                         | Mode of Voting                | No. of shares held<br>(1) | No. of votes polled<br>(2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes in favor<br>(4) | No. of Votes against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|----------------------------------|-------------------------------|---------------------------|----------------------------|--------------------------------------------------------------|------------------------------|-----------------------------|-----------------------------------------------------------|---------------------------------------------------------|
| Promoter & Promoter Group        | E-VOTING                      | 5056935                   | 4980230                    | 98.483                                                       | 4980230                      | 0                           | 100.00                                                    | 0.00                                                    |
|                                  | POLL                          |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | POSTAL BALLOT (if applicable) |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | TOTAL                         | 5056935                   | 4980230                    | 98.483                                                       | 4980230                      | 0                           | 100.00                                                    | 0.00                                                    |
| Public – Institutions            | E-VOTING                      | 72397                     | 176                        | 0.243                                                        | 0                            | 176                         | 0.00                                                      | 100.00                                                  |
|                                  | POLL                          |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | POSTAL BALLOT (if applicable) |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | TOTAL                         | 72397                     | 176                        | 0.243                                                        | 0                            | 176                         | 0.00                                                      | 100.00                                                  |
| Public- Non-Institutions         | E-VOTING                      | 3707772                   | 705567                     | 19.029                                                       | 705567                       | 0                           | 100.00                                                    | 0.00                                                    |
|                                  | POLL                          |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | POSTAL BALLOT (if applicable) |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | TOTAL                         | 3707772                   | 705567                     | 19.029                                                       | 705567                       | 0                           | 100.00                                                    | 0.00                                                    |
| TOTAL                            |                               | 8837104                   | 5685973                    | 64.342                                                       | 5685797                      | 176                         | 99.997                                                    | 0.003                                                   |
| Whether resolution passed or not |                               |                           |                            |                                                              |                              |                             | Yes                                                       |                                                         |

Based on the aforesaid result, we report that the **Special Resolution** as set out in Item No. 8 of the Notice of the AGM has been **passed** with **requisite majority**.

#### ITEM NO. 9:

#### TO APPROVE THE RELATED PARTY TRANSACTIONS WITH SOFTVAN LIMITED

**Ordinary Resolution:** "RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc) (defining 'Material Related Party Transaction') and 23 (read with sub-regulation 4 thereof) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of Section 188 and other relevant provisions of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable laws/statutory provisions, if any [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time, and further, based on the unanimous approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is

hereby accorded to the Board of Directors of the Company to enter into, continue, or ratify any Related Party Transaction(s)/Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction, or transactions taken together, or a series of transactions) in the nature of (i) Sale or supply, of, any goods, materials, or articles; (ii) purchase of, any goods, materials, or articles (iii) Leasing of property of any kind; (iv) Availing or rendering of any services; (v) Rendering of any services; (vi) Providing and/or receiving of loans, guarantees, or securities; (viii) Making investments; (ix) Any transfer or sharing of resources, intellectual property, services, or obligations; (x) Other transactions of similar nature or as defined under Section 188 of the Companies Act, 2013 or Regulation 2(1)(zc) of the SEBI Listing Regulations (hereinafter collectively referred to as “Related Party Transactions”), with **Softvan Limited**, a related party to the Company pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, which Related Party Transactions may individually or in aggregate exceed the thresholds prescribed for ‘material related party transactions’ under Regulation 23(1) of the SEBI Listing Regulations (i.e., ten percent of the consolidated turnover of the Company as per the last audited financial statement of the Company, or such other thresholds as may be specified by the SEBI Listing Regulations from time to time), during the financial year 2025-26, for an aggregate value not exceeding **INR 70 Crores (Rupees Seventy Crores Only)**;

**RESOLVED FURTHER THAT** such Related Party Transactions shall be conducted solely in the ordinary course of business and on an arm’s length basis, and on such specific terms and conditions, including pricing, payment terms, and duration, as are more fully detailed in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, and as may be mutually agreed between Softvan Limited and the Company, subject always to the oversight and approval mechanisms of the Audit Committee and the Board of Directors;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall, for the purposes of this resolution, be deemed to include the Audit Committee of the Company and any duly constituted Committee of Directors thereof) be and is hereby authorized to do all such acts, deeds, matters, and things as it may deem fit at its absolute discretion, and to take all such steps as may be required in this connection including, but not limited to, finalizing and executing necessary contract(s), scheme(s), agreement(s), and such other documents as may be required, seeking all necessary approvals from regulatory authorities or any other third parties, for and on behalf of the Company, to give full effect to this resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to settle all such issues, questions, difficulties, or doubts whatsoever that may arise in relation to the aforesaid Related Party Transactions and to take all such decisions from the powers herein conferred without being required to seek further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s), the Chief Financial Officer, or any other Officer(s)/Authorized Representative(s) of the Company, severally or jointly, to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution(s);

| Category                  | Mode of Voting                | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes in favor | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---------------------------|-------------------------------|--------------------|---------------------|-----------------------------------------|-----------------------|----------------------|--------------------------------------|------------------------------------|
|                           |                               | (1)                | (2)                 | (3)=[(2)/(1)]*100                       | (4)                   | (5)                  | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter & Promoter Group | E-VOTING                      | 5056935            | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                           | POLL                          |                    | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                           | POSTAL BALLOT (if applicable) |                    | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                           | TOTAL                         | 5056935            | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |

|                                  |                               |         |        |        |        |   |        |      |
|----------------------------------|-------------------------------|---------|--------|--------|--------|---|--------|------|
| Public – Institutions            | E-VOTING                      | 72397   | 176    | 0.243  | 176    | 0 | 100.00 | 0.00 |
|                                  | POLL                          |         | 0      | 0.00   | 0      | 0 | 0.00   | 0.00 |
|                                  | POSTAL BALLOT (if applicable) |         | 0      | 0.00   | 0      | 0 | 0.00   | 0.00 |
|                                  | TOTAL                         | 72397   | 176    | 0.243  | 176    | 0 | 100.00 | 0.00 |
| Public- Non-Institutions         | E-VOTING                      | 3707772 | 705567 | 19.029 | 705567 | 0 | 100.00 | 0.00 |
|                                  | POLL                          |         | 0      | 0.00   | 0      | 0 | 0.00   | 0.00 |
|                                  | POSTAL BALLOT (if applicable) |         | 0      | 0.00   | 0      | 0 | 0.00   | 0.00 |
|                                  | TOTAL                         | 3707772 | 705567 | 19.029 | 705567 | 0 | 100.00 | 0.00 |
| TOTAL                            |                               | 8837104 | 705743 | 7.986  | 705743 | 0 | 100.00 | 0.00 |
| Whether resolution passed or not |                               |         |        |        |        |   | Yes    |      |

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in Item No. 9 of the Notice of the AGM has been **passed** with **requisite majority**.

#### ITEM NO. 10:

#### TO APPROVE THE RELATED PARTY TRANSACTIONS WITH SOURCEVED TECHNOLOGIES PRIVATE LIMITED

**Ordinary Resolution:** "RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc) (defining 'Material Related Party Transaction') and 23 (read with sub-regulation 4 thereof) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of Section 188 and other relevant provisions of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable laws/statutory provisions, if any [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time, and further, based on the unanimous approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into, continue, or ratify any Related Party Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction, or transactions taken together, or a series of transactions) in the nature of ((i) Sale or supply, of, any goods, materials, or articles; (ii) purchase of, any goods, materials, or articles (iii) Leasing of property of any kind; (iv) Availing or rendering of any services; (v) Rendering of any services; (vi) Providing and/or receiving of loans, guarantees, or securities; (viii) Making investments; (ix) Any transfer or sharing of resources, intellectual property, services, or obligations; (x) Other transactions of similar nature or as defined under Section 188 of the Companies Act, 2013 or Regulation 2(1)(zc) of the SEBI Listing Regulations (hereinafter collectively referred to as "Related Party Transactions"), with **Sourceved Technologies Private Limited**, a related party to the Company pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, which Related Party Transactions may individually or in aggregate exceed the thresholds prescribed for 'material related party transactions' under Regulation 23(1) of the SEBI Listing Regulations (i.e., ten percent of the consolidated turnover of the Company as per the last audited financial statement of the Company, or such other thresholds as may be specified by the SEBI Listing Regulations from time to time), during the financial year 2025-26, for an aggregate value not exceeding **INR 70 Crores (Rupees Seventy Crores Only)**;

**RESOLVED FURTHER THAT** such Related Party Transactions shall be conducted solely in the ordinary course of business and on an arm's length basis, and on such specific terms and conditions, including pricing, payment terms, and duration, as are more fully detailed in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, and as may be mutually agreed between Sourceved Technologies Private Limited and the Company, subject always to the oversight and approval mechanisms of the Audit Committee and the Board of Directors;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall, for the purposes of this resolution, be deemed to include the Audit Committee of the Company and any duly constituted Committee of Directors thereof) be and is hereby authorized to do all such acts, deeds, matters, and things as it may deem fit at its absolute discretion, and to take all such steps as may be required in this connection including, but not limited to, finalizing and executing necessary contract(s), scheme(s), agreement(s), and such other documents as may be required, seeking all necessary approvals from regulatory authorities or any other third parties, for and on behalf of the Company, to give full effect to this resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to settle all such issues, questions, difficulties, or doubts whatsoever that may arise in relation to the aforesaid Related Party Transactions and to take all such decisions from the powers herein conferred without being required to seek further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s), the Chief Financial Officer, or any other Officer(s)/Authorized Representative(s) of the Company, severally or jointly, to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution(s);

**RESOLVED FURTHER THAT** all actions taken by the Board, its Committees, or any authorized Director(s) or Officer(s) in connection with any matter referred to or contemplated in this resolution, prior to the date of this resolution, be and are hereby approved, ratified, and confirmed in all respects."

| Category                         | Mode of Voting                | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes in favor | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|----------------------------------|-------------------------------|--------------------|---------------------|-----------------------------------------|-----------------------|----------------------|--------------------------------------|------------------------------------|
|                                  |                               | (1)                | (2)                 | (3)=[(2)/(1)]*100                       | (4)                   | (5)                  | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter & Promoter Group        | E-VOTING                      | 5056935            | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                                  | POLL                          |                    | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                                  | POSTAL BALLOT (if applicable) |                    | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                                  | TOTAL                         | 5056935            | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
| Public – Institutions            | E-VOTING                      | 72397              | 176                 | 0.243                                   | 0                     | 176                  | 0.00                                 | 100.00                             |
|                                  | POLL                          |                    | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                                  | POSTAL BALLOT (if applicable) |                    | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                                  | TOTAL                         | 72397              | 176                 | 0.243                                   | 0                     | 176                  | 0.00                                 | 100.00                             |
| Public- Non-Institutions         | E-VOTING                      | 3707772            | 604071              | 16.292                                  | 604071                | 0                    | 100.00                               | 0.00                               |
|                                  | POLL                          |                    | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                                  | POSTAL BALLOT (if applicable) |                    | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                                  | TOTAL                         | 3707772            | 604071              | 16.292                                  | 604071                | 0                    | 100.00                               | 0.00                               |
| TOTAL                            |                               | 8837104            | 604247              | 6.838                                   | 604071                | 176                  | 99.971                               | 0.029                              |
| Whether resolution passed or not |                               |                    |                     |                                         |                       |                      | Yes                                  |                                    |

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in Item No. 10 of the Notice of the AGM has been **passed** with **requisite majority**.

#### ITEM NO. 11:

#### TO APPROVE THE RELATED PARTY TRANSACTIONS WITH APPLIE INFOSOL PRIVATE LIMITED

**Ordinary Resolution:** "RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc) (defining 'Material Related Party Transaction') and 23 (read with sub-regulation 4 thereof) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of Section 188 and other relevant provisions of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable laws/statutory provisions, if any [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time, and further, based on the unanimous approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into, continue, or ratify any Related Party Transaction(s)/Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction, or transactions taken together, or a series of transactions) in the nature of (i) Sale or supply, of, any goods, materials, or articles; (ii) purchase of, any goods, materials, or articles (iii) Leasing of property of any kind; (iv) Availing or rendering of any services; (v) Rendering of any services; (vi) Providing and/or receiving of loans, guarantees, or securities; (viii) Making investments; (ix) Any transfer or sharing of resources, intellectual property, services, or obligations; (x) Other transactions of similar nature or as defined under Section 188 of the Companies Act, 2013 or Regulation 2(1)(zc) of the SEBI Listing Regulations (hereinafter collectively referred to as "Related Party Transactions"), with **Applie Infosol Private Limited**, a related party to the Company pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, which Related Party Transactions may individually or in aggregate exceed the thresholds prescribed for 'material related party transactions' under Regulation 23(1) of the SEBI Listing Regulations (i.e., ten percent of the consolidated turnover of the Company as per the last audited financial statement of the Company, or such other thresholds as may be specified by the SEBI Listing Regulations from time to time), during the financial year 2025-26, for an aggregate value not exceeding **INR 70 Crores (Rupees Seventy Crores Only)**;

**RESOLVED FURTHER THAT** such Related Party Transactions shall be conducted solely in the ordinary course of business and on an arm's length basis, and on such specific terms and conditions, including pricing, payment terms, and duration, as are more fully detailed in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, and as may be mutually agreed between Applie Infosol Private Limited and the Company, subject always to the oversight and approval mechanisms of the Audit Committee and the Board of Directors;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall, for the purposes of this resolution, be deemed to include the Audit Committee of the Company and any duly constituted Committee of Directors thereof) be and is hereby authorized to do all such acts, deeds, matters, and things as it may deem fit at its absolute discretion, and to take all such steps as may be required in this connection including, but not limited to, finalizing and executing necessary contract(s), scheme(s), agreement(s), and such other documents as may be required, seeking all necessary approvals from regulatory authorities or any other third parties, for and on behalf of the Company, to give full effect to this resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to settle all such issues, questions, difficulties, or doubts whatsoever that may arise in relation to the aforesaid Related Party Transactions and to take all such decisions from the powers herein conferred without being required to seek further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s), the Chief Financial Officer, or any other Officer(s)/Authorized Representative(s) of the Company, severally or jointly, to do all such acts

and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution(s);

**RESOLVED FURTHER THAT** all actions taken by the Board, its Committees, or any authorized Director(s) or Officer(s) in connection with any matter referred to or contemplated in this resolution, prior to the date of this resolution, be and are hereby approved, ratified, and confirmed in all respects."

| Category                                | Mode of Voting                | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes in favor | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|-----------------------------------------|-------------------------------|--------------------|---------------------|-----------------------------------------|-----------------------|----------------------|--------------------------------------|------------------------------------|
|                                         |                               | (1)                | (2)                 | (3)=[(2)/(1)]*100                       | (4)                   | (5)                  | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter & Promoter Group               | E-VOTING                      | 5056935            | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                                         | POLL                          |                    | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                                         | POSTAL BALLOT (if applicable) |                    | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                                         | TOTAL                         | 5056935            | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
| Public – Institutions                   | E-VOTING                      | 72397              | 176                 | 0.243                                   | 0                     | 176                  | 0.00                                 | 100.00                             |
|                                         | POLL                          |                    | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                                         | POSTAL BALLOT (if applicable) |                    | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                                         | TOTAL                         | 72397              | 176                 | 0.243                                   | 0                     | 176                  | 0.00                                 | 100.00                             |
| Public- Non-Institutions                | E-VOTING                      | 3707772            | 705567              | 19.029                                  | 705567                | 0                    | 100.00                               | 0.00                               |
|                                         | POLL                          |                    | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                                         | POSTAL BALLOT (if applicable) |                    | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                                         | TOTAL                         | 3707772            | 705567              | 19.029                                  | 705567                | 0                    | 100.00                               | 0.00                               |
| <b>TOTAL</b>                            |                               | <b>8837104</b>     | <b>705743</b>       | <b>7.986</b>                            | <b>705567</b>         | <b>176</b>           | <b>99.975</b>                        | <b>0.025</b>                       |
| <b>Whether resolution passed or not</b> |                               |                    |                     |                                         |                       |                      | <b>Yes</b>                           |                                    |

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in Item No. 11 of the Notice of the AGM has been **passed** with **requisite majority**.

#### ITEM NO. 12:

#### TO APPROVE THE RELATED PARTY TRANSACTIONS WITH SAHANA MARINE-INFRA TECH LIMITED

**Ordinary Resolution:** "RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc) (defining 'Material Related Party Transaction') and 23 (read with sub-regulation 4 thereof) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of Section 188 and other relevant provisions of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable laws/statutory provisions, if any [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time, and further, based on the unanimous approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into, continue, or ratify any Related Party Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction, or transactions taken together, or a series of transactions) in the nature of ((i) Sale or supply, of, any goods, materials, or articles; (ii) purchase of, any goods, materials, or articles (iii) Leasing of property of any kind; (iv) Availing or rendering of any services; (v) Rendering of any services; (vi) Providing and/or receiving

of loans, guarantees, or securities; (viii) Making investments; (ix) Any transfer or sharing of resources, intellectual property, services, or obligations; (x) Other transactions of similar nature or as defined under Section 188 of the Companies Act, 2013 or Regulation 2(1)(zc) of the SEBI Listing Regulations (hereinafter collectively referred to as “Related Party Transactions”), with **Sahana Marine-Infra Tech Limited**, a related party to the Company pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, which Related Party Transactions may individually or in aggregate exceed the thresholds prescribed for ‘material related party transactions’ under Regulation 23(1) of the SEBI Listing Regulations (i.e., ten percent of the consolidated turnover of the Company as per the last audited financial statement of the Company, or such other thresholds as may be specified by the SEBI Listing Regulations from time to time), during the financial year 2025-26, for an aggregate value not exceeding **INR 70 Crores (Rupees Seventy Crores Only)**;

**RESOLVED FURTHER THAT** such Related Party Transactions shall be conducted solely in the ordinary course of business and on an arm’s length basis, and on such specific terms and conditions, including pricing, payment terms, and duration, as are more fully detailed in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, and as may be mutually agreed between Sahana Marine-Infra Tech Limited and the Company, subject always to the oversight and approval mechanisms of the Audit Committee and the Board of Directors;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall, for the purposes of this resolution, be deemed to include the Audit Committee of the Company and any duly constituted Committee of Directors thereof) be and is hereby authorized to do all such acts, deeds, matters, and things as it may deem fit at its absolute discretion, and to take all such steps as may be required in this connection including, but not limited to, finalizing and executing necessary contract(s), scheme(s), agreement(s), and such other documents as may be required, seeking all necessary approvals from regulatory authorities or any other third parties, for and on behalf of the Company, to give full effect to this resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to settle all such issues, questions, difficulties, or doubts whatsoever that may arise in relation to the aforesaid Related Party Transactions and to take all such decisions from the powers herein conferred without being required to seek further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s), the Chief Financial Officer, or any other Officer(s)/Authorized Representative(s) of the Company, severally or jointly, to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution(s);

**RESOLVED FURTHER THAT** all actions taken by the Board, its Committees, or any authorized Director(s) or Officer(s) in connection with any matter referred to or contemplated in this resolution, prior to the date of this resolution, be and are hereby approved, ratified, and confirmed in all respects."

| Category                  | Mode of Voting                | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes in favor | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---------------------------|-------------------------------|--------------------|---------------------|-----------------------------------------|-----------------------|----------------------|--------------------------------------|------------------------------------|
|                           |                               | (1)                | (2)                 | (3)=[(2)/(1)]*100                       | (4)                   | (5)                  | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter & Promoter Group | E-VOTING                      | 5056935            | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                           | POLL                          |                    | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                           | POSTAL BALLOT (if applicable) |                    | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                           | TOTAL                         | 5056935            | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
| Public – Institutions     | E-VOTING                      | 72397              | 176                 | 0.243                                   | 0                     | 176                  | 0.00                                 | 100.00                             |
|                           | POLL                          |                    | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |



|                                  |                                  |         |         |        |        |        |        |        |
|----------------------------------|----------------------------------|---------|---------|--------|--------|--------|--------|--------|
|                                  | POSTAL BALLOT<br>(if applicable) |         | 0       | 0.00   | 0      | 0      | 0.00   | 0.00   |
|                                  | TOTAL                            | 72397   | 176     | 0.243  | 0      | 176    | 0.00   | 100.00 |
| Public- Non-<br>Institutions     | E-VOTING                         | 3707772 | 705567  | 19.029 | 705567 | 0      | 100.00 | 0.00   |
|                                  | POLL                             |         | 0       | 0.00   | 0      | 0      | 0.00   | 0.00   |
|                                  | POSTAL BALLOT<br>(if applicable) |         | 0       | 0.00   | 0      | 0      | 0.00   | 0.00   |
|                                  | TOTAL                            |         | 3707772 | 705567 | 19.029 | 705567 | 0      | 100.00 |
| TOTAL                            |                                  | 8837104 | 705743  | 7.986  | 705567 | 176    | 99.975 | 0.025  |
| Whether resolution passed or not |                                  |         |         |        |        |        | Yes    |        |

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in Item No. 12 of the Notice of the AGM has been **passed** with **requisite majority**.

#### ITEM NO. 13:

#### TO APPROVE THE RELATED PARTY TRANSACTIONS WITH SAHANA FUTURIO TECH LIMITED

**Ordinary Resolution:** "RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc) (defining 'Material Related Party Transaction') and 23 (read with sub-regulation 4 thereof) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of Section 188 and other relevant provisions of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable laws/statutory provisions, if any [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time, and further, based on the unanimous approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into, continue, or ratify any Related Party Transaction(s)/Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction, or transactions taken together, or a series of transactions) in the nature of ((i) Sale or supply, of, any goods, materials, or articles; (ii) purchase of, any goods, materials, or articles (iii) Leasing of property of any kind; (iv) Availing or rendering of any services; (v) Rendering of any services; (vi) Providing and/or receiving of loans, guarantees, or securities; (viii) Making investments; (ix) Any transfer or sharing of resources, intellectual property, services, or obligations; (x) Other transactions of similar nature or as defined under Section 188 of the Companies Act, 2013 or Regulation 2(1)(zc) of the SEBI Listing Regulations (hereinafter collectively referred to as "Related Party Transactions"), with **Sahana Futurio Tech Limited**, a related party to the Company pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, which Related Party Transactions may individually or in aggregate exceed the thresholds prescribed for 'material related party transactions' under Regulation 23(1) of the SEBI Listing Regulations (i.e., ten percent of the consolidated turnover of the Company as per the last audited financial statement of the Company, or such other thresholds as may be specified by the SEBI Listing Regulations from time to time), during the financial year 2025-26, for an aggregate value not exceeding **INR 70 Crores (Rupees Seventy Crores Only)**;

**RESOLVED FURTHER THAT** such Related Party Transactions shall be conducted solely in the ordinary course of business and on an arm's length basis, and on such specific terms and conditions, including pricing, payment terms, and duration, as are more fully detailed in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, and as may be mutually agreed between Sahana Futurio Tech Limited and the Company, subject always to the oversight and approval mechanisms of the Audit Committee and the Board of Directors;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall, for the purposes of this resolution, be deemed to include the Audit Committee of the Company and any duly constituted Committee of Directors thereof) be and is hereby authorized to do all such acts, deeds, matters, and things as it may deem fit at its absolute discretion, and to take all such steps as may be required in this connection including, but not limited to, finalizing and executing necessary contract(s), scheme(s), agreement(s), and such other documents as may be required, seeking all necessary approvals from regulatory authorities or any other third parties, for and on behalf of the Company, to give full effect to this resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to settle all such issues, questions, difficulties, or doubts whatsoever that may arise in relation to the aforesaid Related Party Transactions and to take all such decisions from the powers herein conferred without being required to seek further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s), the Chief Financial Officer, or any other Officer(s)/Authorized Representative(s) of the Company, severally or jointly, to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution(s);

**RESOLVED FURTHER THAT** all actions taken by the Board, its Committees, or any authorized Director(s) or Officer(s) in connection with any matter referred to or contemplated in this resolution, prior to the date of this resolution, be and are hereby approved, ratified, and confirmed in all respects."

| Category                         | Mode of Voting                | No. of shares held<br>(1) | No. of votes polled<br>(2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes in favor<br>(4) | No. of Votes against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|----------------------------------|-------------------------------|---------------------------|----------------------------|--------------------------------------------------------------|------------------------------|-----------------------------|-----------------------------------------------------------|---------------------------------------------------------|
| Promoter & Promoter Group        | E-VOTING                      | 5056935                   | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | POLL                          |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | POSTAL BALLOT (if applicable) |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | TOTAL                         | 5056935                   | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
| Public – Institutions            | E-VOTING                      | 72397                     | 176                        | 0.243                                                        | 0                            | 176                         | 0.00                                                      | 100.00                                                  |
|                                  | POLL                          |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | POSTAL BALLOT (if applicable) |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | TOTAL                         | 72397                     | 176                        | 0.243                                                        | 0                            | 176                         | 0.00                                                      | 100.00                                                  |
| Public- Non-Institutions         | E-VOTING                      | 3707772                   | 705567                     | 19.029                                                       | 705567                       | 0                           | 100.00                                                    | 0.00                                                    |
|                                  | POLL                          |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | POSTAL BALLOT (if applicable) |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | TOTAL                         | 3707772                   | 705567                     | 19.029                                                       | 705567                       | 0                           | 100.00                                                    | 0.00                                                    |
| TOTAL                            |                               | 8837104                   | 705743                     | 7.986                                                        | 705567                       | 176                         | 99.975                                                    | 0.025                                                   |
| Whether resolution passed or not |                               |                           |                            |                                                              |                              |                             | Yes                                                       |                                                         |

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in Item No. 13 of the Notice of the AGM has been **passed** with **requisite majority**.

**ITEM NO. 14:**

**TO APPROVE THE RELATED PARTY TRANSACTIONS WITH SAHANA TECHANALYSIS LIMITED**

**Ordinary Resolution:** "RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc) (defining 'Material Related Party Transaction') and 23 (read with sub-regulation 4 thereof) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of Section 188 and other relevant provisions of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable laws/statutory provisions, if any [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time, and further, based on the unanimous approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into, continue, or ratify any Related Party Transaction(s)/Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction, or transactions taken together, or a series of transactions) in the nature of (i) Sale or supply, of, any goods, materials, or articles; (ii) purchase of, any goods, materials, or articles (iii) Leasing of property of any kind; (iv) Availing or rendering of any services; (v) Rendering of any services; (vi) Providing and/or receiving of loans, guarantees, or securities; (viii) Making investments; (ix) Any transfer or sharing of resources, intellectual property, services, or obligations; (x) Other transactions of similar nature or as defined under Section 188 of the Companies Act, 2013 or Regulation 2(1)(zc) of the SEBI Listing Regulations (hereinafter collectively referred to as "Related Party Transactions"), with Sahana Techanalysis Limited, a related party to the Company pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, which Related Party Transactions may individually or in aggregate exceed the thresholds prescribed for 'material related party transactions' under Regulation 23(1) of the SEBI Listing Regulations (i.e., ten percent of the consolidated turnover of the Company as per the last audited financial statement of the Company, or such other thresholds as may be specified by the SEBI Listing Regulations from time to time), during the financial year 2025-26, for an aggregate value not exceeding INR 70 Crores (Rupees Seventy Crores Only);

**RESOLVED FURTHER THAT** such Related Party Transactions shall be conducted solely in the ordinary course of business and on an arm's length basis, and on such specific terms and conditions, including pricing, payment terms, and duration, as are more fully detailed in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, and as may be mutually agreed between Sahana Techanalysis Limited and the Company, subject always to the oversight and approval mechanisms of the Audit Committee and the Board of Directors;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall, for the purposes of this resolution, be deemed to include the Audit Committee of the Company and any duly constituted Committee of Directors thereof) be and is hereby authorized to do all such acts, deeds, matters, and things as it may deem fit at its absolute discretion, and to take all such steps as may be required in this connection including, but not limited to, finalizing and executing necessary contract(s), scheme(s), agreement(s), and such other documents as may be required, seeking all necessary approvals from regulatory authorities or any other third parties, for and on behalf of the Company, to give full effect to this resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to settle all such issues, questions, difficulties, or doubts whatsoever that may arise in relation to the aforesaid Related Party Transactions and to take all such decisions from the powers herein conferred without being required to seek further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s), the Chief Financial Officer, or any other Officer(s)/Authorized Representative(s) of the Company, severally or jointly, to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution(s);

**RESOLVED FURTHER THAT** all actions taken by the Board, its Committees, or any authorized Director(s) or Officer(s) in connection with any matter referred to or contemplated in this resolution, prior to the date of this resolution, be and are hereby approved, ratified, and confirmed in all respects."

| Category                         | Mode of Voting                | No. of shares held<br>(1) | No. of votes polled<br>(2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes in favor<br>(4) | No. of Votes against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|----------------------------------|-------------------------------|---------------------------|----------------------------|--------------------------------------------------------------|------------------------------|-----------------------------|-----------------------------------------------------------|---------------------------------------------------------|
| Promoter & Promoter Group        | E-VOTING                      | 5056935                   | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | POLL                          |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | POSTAL BALLOT (if applicable) |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | TOTAL                         | 5056935                   | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
| Public – Institutions            | E-VOTING                      | 72397                     | 176                        | 0.243                                                        | 0                            | 176                         | 0.00                                                      | 100.00                                                  |
|                                  | POLL                          |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | POSTAL BALLOT (if applicable) |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | TOTAL                         | 72397                     | 176                        | 0.243                                                        | 0                            | 176                         | 0.00                                                      | 100.00                                                  |
| Public- Non-Institutions         | E-VOTING                      | 3707772                   | 705567                     | 19.029                                                       | 705567                       | 0                           | 100.00                                                    | 0.00                                                    |
|                                  | POLL                          |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | POSTAL BALLOT (if applicable) |                           | 0                          | 0.00                                                         | 0                            | 0                           | 0.00                                                      | 0.00                                                    |
|                                  | TOTAL                         | 3707772                   | 705567                     | 19.029                                                       | 705567                       | 0                           | 100.00                                                    | 0.00                                                    |
| TOTAL                            |                               | 8837104                   | 705743                     | 7.986                                                        | 705567                       | 176                         | 99.975                                                    | 0.025                                                   |
| Whether resolution passed or not |                               |                           |                            |                                                              |                              |                             | Yes                                                       |                                                         |

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in Item No. 14 of the Notice of the AGM has been **passed** with **requisite majority**.

#### ITEM NO. 15:

#### TO APPROVE A RELATED PARTY TRANSACTION: DIRECTORS' SUBSCRIPTION TO SHARES IN SUBSIDIARY, SOFTVAN LIMITED, ON A PREFERENTIAL BASIS

**Special Resolution:** "RESOLVED THAT pursuant to applicable provisions, if any, of the Companies Act, 2013, read with applicable rules and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all other applicable laws, rules, regulations, notifications, and circulars (including any statutory modification or re-enactment thereof for the time being in force) and such other approvals, consents, permissions, and sanctions as may be necessary from any regulatory or governmental authority, the consent of the members of the Company be and is hereby accorded to enter into, continue, or ratify any Related Party Transaction(s)/Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction, or transactions taken together, or a series of transactions) to Softvan Limited (Subsidiary Company) to issue such number of equity shares of face value of Rs. 10/- each (at a premium and based on valuation as may be determined and / or approved by the Board of Directors of Softvan Limited) to Mr. Pratik Kakadia, Managing Director of the Company & Subsidiary Company

and/or Mrs. Hetal Kakadiya, Director of the Company & Subsidiary Company, for an aggregate value not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crores only), the terms of which transaction have been reviewed and approved by the Audit Committee of the Company and Softvan Limited;

**RESOLVED FURTHER THAT** Mr & Mrs. Kakadia, being a related party to the transaction and interested therein, shall abstain from voting on this Resolution;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things, and to take all such steps as may be necessary, proper, expedient, or incidental for giving effect to this Resolution, including but not limited to, making necessary filings with the Registrar of Companies, Stock Exchanges, SEBI, and any other regulatory authorities, executing any documents, agreements, or undertakings, and to settle any questions, difficulties, or doubts that may arise in this regard, without requiring any further consent or approval of the members of the Company."

| Category                         | Mode of Voting                | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes in favor | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|----------------------------------|-------------------------------|--------------------|---------------------|-----------------------------------------|-----------------------|----------------------|--------------------------------------|------------------------------------|
|                                  |                               | (1)                | (2)                 | (3)=[(2)/(1)]*100                       | (4)                   | (5)                  | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter & Promoter Group        | E-VOTING                      | 5056935            | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                                  | POLL                          |                    | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                                  | POSTAL BALLOT (if applicable) |                    | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                                  | TOTAL                         | 5056935            | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
| Public – Institutions            | E-VOTING                      | 72397              | 176                 | 0.243                                   | 0                     | 176                  | 0.00                                 | 100.00                             |
|                                  | POLL                          |                    | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                                  | POSTAL BALLOT (if applicable) |                    | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                                  | TOTAL                         | 72397              | 176                 | 0.243                                   | 0                     | 176                  | 0.00                                 | 100.00                             |
| Public- Non-Institutions         | E-VOTING                      | 3707772            | 705567              | 19.029                                  | 705567                | 0                    | 100.00                               | 0.00                               |
|                                  | POLL                          |                    | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                                  | POSTAL BALLOT (if applicable) |                    | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                                  | TOTAL                         | 3707772            | 705567              | 19.029                                  | 705567                | 0                    | 100.00                               | 0.00                               |
| TOTAL                            |                               | 8837104            | 705743              | 7.986                                   | 705567                | 176                  | 99.975                               | 0.025                              |
| Whether resolution passed or not |                               |                    |                     |                                         |                       |                      | Yes                                  |                                    |

Based on the aforesaid result, we report that the **Special Resolution** as set out in Item No. 15 of the Notice of the AGM has been **passed** with **requisite majority**.

#### ITEM NO. 16:

#### **PREFERENTIAL ALLOTMENT OF UPTO 1,59,673 (ONE LAKH FIFTY-NINE THOUSAND SIX HUNDRED SEVENTY-THREE) FULLY CONVERTIBLE WARRANTS TO THE PERSONS BELONGING TO “NON-PROMOTER, PUBLIC CATEGORY”**

**Special resolution:** “**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under including any statutory modification(s) thereto or re-enactment thereof for the time being in force, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the listing agreement executed with the Stock Exchanges, where the shares of the Company are listed (“Stock Exchange”), and in accordance with the guidelines, rules and

regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“Takeover Regulations”) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India (“RBI”), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, in one or more tranches, up to 1,59,673 (One Lakh Fifty-Nine Thousand Six Hundred Seventy-Three) Fully Convertible Warrants Convertible into equivalent number of fully paid up equity share of the Company having face value of Rs. 10/- (Rupee Ten Only), in one or more tranches, to the persons belonging to “Non-Promoter, Public Category”, at an issue price of Rs. 1,440/- (Rupees One Thousand Four Hundred Forty Only) per warrant higher than the floor price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, payable in cash for aggregating amount of up to Rs. 22,99,29,120 (Rupees Twenty-Two Crore Ninety-Nine Lakh TwentyNine Thousand One Hundred Twenty Only), on such further terms and conditions as detailed herein below, to the below mentioned person (“Proposed Allottee”):

| <b>S. No.</b> | <b>Name of the Proposed Allottees</b> | <b>Warrants to be allotted on Preferential basis<br/>Maximum Quantity for the respective allottee</b> |
|---------------|---------------------------------------|-------------------------------------------------------------------------------------------------------|
| <b>1</b>      | <b>Vishal Rajeshbhai Modi</b>         | <b>5,280</b>                                                                                          |
| <b>2</b>      | <b>Pareshaben Rajeshbhai Modi</b>     | <b>5,282</b>                                                                                          |
| <b>3</b>      | <b>Darshita Patni</b>                 | <b>5,282</b>                                                                                          |
| <b>4</b>      | <b>Rajeshbhai Modi</b>                | <b>5,266</b>                                                                                          |
| <b>5</b>      | <b>Umang Shaileshbhai Shah</b>        | <b>4,800</b>                                                                                          |
| <b>6</b>      | <b>Reshmaben Shaileshbhai Shah</b>    | <b>3,542</b>                                                                                          |
| <b>7</b>      | <b>Shaileshbhai Ambalal Shah</b>      | <b>3,542</b>                                                                                          |
| <b>8</b>      | <b>Nimesh Narendrakumar Manek</b>     | <b>21,113</b>                                                                                         |
| <b>9</b>      | <b>Narendrakumar Shivrul Thakker</b>  | <b>21,113</b>                                                                                         |
| <b>10</b>     | <b>Ankita Nimesh Manek</b>            | <b>21,113</b>                                                                                         |
| <b>11</b>     | <b>Harshal Jagat Trivedi</b>          | <b>31,678</b>                                                                                         |
| <b>12</b>     | <b>Amees Harshal Trivedi</b>          | <b>31,662</b>                                                                                         |
|               | <b>Total</b>                          | <b>1,59,673</b>                                                                                       |

**RESOLVED FURTHER THAT** the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue / exercise price of Warrants / Equity Shares to be allotted on conversion of Warrants, shall be Friday, August 29, 2025 (i.e. (i.e. being the date, which is 30 days prior to the date of shareholders' meeting which is scheduled on September 30, 2025).

**RESOLVED FURTHER THAT** Warrants shall be convertible into equivalent number of fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten Only) each (“Equity Shares”) at the option of Proposed Allottees, in one or more tranches, within 18 (eighteen) months from the date of allotment of such Warrants, on such further terms and conditions as may be finalized by the Board.

**RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up

Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** issue of Warrants and Equity Shares to be allotted on exercise of Warrants shall be subject to the following terms and conditions:

a) Each Warrant held by Proposed Allottees shall entitle them to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of Warrants ("Warrant Exercise Period").

b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.

c) The pre-preferential shareholding, if any, of Proposed Allottees along with Warrants, being allotted and Equity Shares proposed to be allotted to Proposed Allottees pursuant to the conversion of Warrants, shall be under lock-in for such period as may be prescribed under Chapter V of ICDR Regulations.

d) Warrants being allotted to Proposed Allottees shall not be sold, transferred, hypothecated or encumbered in any manner during the lock-in period provided under Chapter V of ICDR Regulations except to the extent and in the manner permitted there under.

e) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.

f) Warrants and Equity Shares to be issued and allotted by the Company upon exercise of Warrants shall, in each case, be in dematerialized form.

g) The consideration for allotment of Warrants and /or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).

h) Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.

i) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period of 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.

j) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.

k) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants. However, warrants holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into Equity Shares.

**RESOLVED FURTHER THAT** subject to any applicable statutory approval(s) or permission(s), if required, the aforesaid approval accorded by the members of the Company, shall not become infructuous in its entirety for the mere reason that if any of the above Proposed Allottee(s) is/are held either ineligible or disqualified or otherwise failed to comply with any of the statutory requirement including the terms of this approval by members; and the Board/Committee(s) of the Board may, in the best interest of the Company, give effect to this resolution after eliminating the name(s) of such Proposed Allottee(s);

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or any Committee constituted by the Board for this purpose and/or Executive Director and/or KMP of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange(s) for obtaining of in-principle approval, listing of shares/warrants, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) or such other authorities as may be necessary for the purpose and/or including opening of one or more bank accounts in the name of the Company for this purpose, signing and execution of various deeds, documents and agreements and also to modify, accept and give effect to any modifications therein and the terms and conditions of the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders;

**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the Board of Directors/Committee(s) of the Board and/or Executive Director and/or KMP of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors/ Committee(s) of the Board be and is hereby authorized severally to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Executive Director or any other Key Managerial Personnel or any other officer(s) of the Company.”

| Category                  | Mode of Voting                | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes in favor | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---------------------------|-------------------------------|--------------------|---------------------|-----------------------------------------|-----------------------|----------------------|--------------------------------------|------------------------------------|
|                           |                               | (1)                | (2)                 | (3)=[(2)/(1)]*100                       | (4)                   | (5)                  | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter & Promoter Group | E-VOTING                      | 5056935            | 4980230             | 98.483                                  | 4980230               | 0                    | 100.00                               | 0.00                               |
|                           | POLL                          |                    | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                           | POSTAL BALLOT (if applicable) |                    | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                           | TOTAL                         | 5056935            | 4980230             | 98.483                                  | 4980230               | 0                    | 100.00                               | 0.00                               |
| Public – Institutions     | E-VOTING                      | 72397              | 176                 | 0.243                                   | 176                   | 0                    | 100.00                               | 0.00                               |
|                           | POLL                          |                    | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                           | POSTAL BALLOT (if applicable) |                    | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                           | TOTAL                         | 72397              | 176                 | 0.243                                   | 176                   | 0                    | 100.00                               | 0.00                               |
| Public- Non-Institutions  | E-VOTING                      | 3707772            | 705567              | 19.029                                  | 705567                | 0                    | 100.00                               | 0.00                               |
|                           | POLL                          |                    | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |



|                                  |                                  |         |         |        |         |   |        |      |
|----------------------------------|----------------------------------|---------|---------|--------|---------|---|--------|------|
|                                  | POSTAL BALLOT<br>(if applicable) |         | 0       | 0.00   | 0       | 0 | 0.00   | 0.00 |
|                                  | TOTAL                            | 3707772 | 705567  | 19.029 | 705567  | 0 | 100.00 | 0.00 |
| TOTAL                            |                                  | 8837104 | 5685973 | 64.342 | 5685973 | 0 | 100.00 | 0.00 |
| Whether resolution passed or not |                                  |         |         |        |         |   | Yes    |      |

Based on the aforesaid result, we report that the **Special Resolution** as set out in Item No. 16 of the Notice of the AGM has been **passed** with **requisite majority**.

Thanking you,

Yours faithfully,

**FOR VISHAKHA AGRAWAL & ASSOCIATES**  
**Practicing Company Secretaries**

**VISHAKHA AGRAWAL**  
M.No: 39298, C.P.No.15088

**Place: INDORE**  
**Date: 30<sup>th</sup> September 2025**  
**UDIN: A039298G001416190**