



ARHAM
TECHNOLOGIES LIMITED

(Erstwhile Arham Technologies Private Limited)

CIN: L52335CT2013PLC001207

Regd. Office & Factory: Plot No. 15, Electronic Manufacturing Cluster, Sector-22, Village Tuta, Atal Nagar Nava Raipur, Raipur, Chhattisgarh, 492015. Tel-9925130931. Email- support@arhamtechnologies.co.in

Corporate Office: 5, Chirakoot Complex, Opp. Vyavsayik Sahkari Bank, Jawahar Nagar, Raipur, Chhattisgarh, 492001.

Tel-07712223415. www.arhamtechnologies.co.in

To
The Manager,
Listing Department,
National Stock Exchange Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

Date: 30.08.2025

Symbol: ARHAM

Dear Sir/ Madam,

Sub: Intimation of Notice of 12th Annual General Meeting of Arham Technologies Limited.

We wish to inform the Exchange that the 12th Annual General Meeting (AGM) of Arham Technologies Limited will be held on Thursday 25th September, 2025 at 12:30 P.M. at registered office of the company situated at Plot No. 15 Electronic Manufacturing Cluster, Sector 22, Village Tuta, Atal Nagar, Nava Raipur, Chhattisgarh, India 492015.

The copy of Notice of 12th Annual General Meeting of the company is enclosed herewith.

The same is for your information and record.

Thanking you,

Yours faithfully,

For Arham Technologies Limited

Mrs. Pooja Avinash Gandhewar

Company Secretary cum Compliance Officer



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Notice

Notice is hereby given that the 12th Annual General Meeting of the members of ARHAM TECHNOLOGIES LIMITED (CIN: L52335CT2013PLC001207) (Erstwhile “Arham Technologies Private Limited”) will be held on Thursday, 25th September, 2025 at 12:30 P.M at the registered office of company situated at Plot No. 15 Electronic Manufacturing Cluster, Sector 22, Village Tuta, Atal Nagar, Nava Raipur, Raipur 492015 Chhattisgarh India to consider the following business:

ORDINARY BUSINESS:

ITEM NO. 01 - Adoption of Audited Financial Statements

To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet for the year ended 31st March, 2025, the Profit and Loss account for the year ended as on the said date, Cash Flow Statement, Auditors' Report and the Directors' Report thereon.

ITEM NO. 02 - Re-appointment of a Director

To re-appoint Mr. Ankit Jain, Director (DIN: 06381280) who retires by rotation and being eligible, offers himself for the re- appointment.

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

“RESOLVED THAT Mr. Ankit Jain, Director (DIN: 06381280), who retires by rotation in terms of Section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Executive Director of the Company whose office shall be liable to retirement by rotation.



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ITEM NO. 03 - To appoint of M/s. Badhan & Co, Chartered Accountants (FRN: 004008C), Chartered Accountants as Statutory Auditors and to fix their remuneration:

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

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re- enactment thereof for the time being in force), and based on the recommendation of Audit Committee and the Board of Directors, the consent of the members be and is hereby accorded to the appointment of M/s. Badhan & Co, Chartered Accountants (FRN: 004008C), Chartered Accountants, appointed as the Statutory Auditors of the Company for a term of 5 (five) years i.e. from the conclusion of this Annual General Meeting till the conclusion of Seventeenth Annual General Meeting of the Company, at such remuneration as may be approved by the Audit Committee/ Board of Directors of the Company from time to time on such remuneration as may be fixed by the Board of Directors in consultation with them.”

RESOLVED FURTHER THAT, the Audit Committee/ Board of Directors of the Company, be and are hereby authorized to revise/ alter/ modify/ amend the terms and conditions and/ or remuneration, from time to time, as may be mutually agreed with the Auditors, during the tenure of their appointment.

SPECIAL BUSINESS:

ITEM NO. 04: ISSUANCE OF 17,15,795 (SEVENTEEN LAKH FIFTEEN THOUSAND SEVEN HUNDRED AND NINETY-FIVE) FULLY CONVERTIBLE WARRANTS (“WARRANTS/ CONVERTIBLE WARRANTS”) ON PREFERENTIAL ALLOTMENT BASIS:

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



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“RESOLVED THAT pursuant to the applicable provisions of Sections 23(1)(b), 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 thereunder (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in the Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with National Stock Exchange of India Limited [NSE] where the equity shares of the Company are listed (“Stock Exchanges”), 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 (“Listing Regulations”), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“SEBI SAST 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, if any, as may be required from the Government of India, SEBI, RBI, Stock Exchange(s), 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, up to 17,15,795 (Seventeen Lakh Fifteen Thousand Seven Hundred And Ninety-Five) Fully Convertible Warrants (“Warrants”) each convertible into 1 (One) Equity Share of Face Value of Rs. 10/- (Rupees Ten Only) each (“the Equity Shares”), in one or more tranches, at an issue price of Rs.88.88/- each (“Warrant Issue Price”), which



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is the price determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, for an aggregate amount of up to Rs. 15,24,99,860.00 (Rupees Fifteen Crores Twenty-Four Lakhs Ninety-Nine Thousand Eight Hundred and Sixty Only) for cash, and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of law as may be prevailing at the time with the right to the warrant holders to apply for and be allotted 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten) each of the Company ("Equity Shares") at a premium of Rs. 78.88/- (Rupees Seventy Eight and Eighty Eight Paise Only) per share for each warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, to the below mentioned proposed allottee(s) by way of preferential issue in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI ICDR Regulations and other applicable laws:

Sr. No.	Name of the Proposed Allottees/ Investors	Category	Number of Convertible Warrants to be allotted
1.	Mr. Ankit Jain	Promoter	6,75,067
2.	Mr. Anekant Jain	Promoter	6,75,067
3.	M/s. Bennett, Coleman And Company Limited	Public	3,65,661
	TOTAL		17,15,795

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 price of the Warrants proposed to be allotted to the above mentioned allottees is Tuesday, 26th August, 2025 (i.e. being the date, which is 30 days prior to the date of Annual General Meeting i.e. 25th day of September, 2025 and the floor/conversion price for the conversion of Warrants into Equity Shares on the aforesaid Relevant Date pursuant to Regulation 164(1) of the SEBI ICDR Regulations is Rs. 88.88/- (Rupees Eighty-Eight and Eighty-Eight Paise Only).



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RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the aforesaid issue of Warrants and the Equity Shares to be allotted on exercise of Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The conversion of Warrants into Equity Shares of Rs. 10/- each, (at a premium of Rs. 78.88/- per share) is to be done, in one or more tranches at any time within 18 (eighteen) months from the date of allotment of Warrants in terms of the provisions of the SEBI ICDR Regulations.
- b) In accordance with the provisions of Chapter V of SEBI ICDR Regulations, the Proposed Allottees shall, pay an amount equivalent to 25% (Twenty-Five Per Cent) of the Warrant Issue Price, to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid at the time of exercise of option to apply for fully paid up Equity Shares of the Company, against each such Warrant held by the Warrant Holder;
- c) The amount paid against the Warrants shall be adjusted/ set-off against the issue price for the resultant Equity Shares at the time of allotment.
- d) Warrants shall be allotted within the timelines prescribed under Regulation 170 of the SEBI ICDR Regulations;
- e) Warrants, being allotted to the Proposed Allottee and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under the Lock-in provisions of the SEBI ICDR Regulations.
- f) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.
- g) The Warrants as may be offered, issued, and allotted in accordance with the terms of this resolution and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants, shall be in dematerialized form only.
- h) 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 respective bank account of the Proposed Allottees into a separate bank account of the Company being opened for the Issue.



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- i) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse, and the amount paid shall stand forfeited by the Company.
- j) Upon exercise of the Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of the Warrants is completed within 3 (Three) days from the date of such exercise by the allottee of such warrants.
- k) The Warrants, until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.
- l) The resulting Equity Shares will be listed and traded on the Stock Exchange(s), where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be.
- m) The Warrants to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- n) The Equity Shares to be allotted on exercise of warrants shall only be made in dematerialized form and rank Pari-Passu in all respects with the existing Equity Shares of the Company from the date of allotment thereof.”

RESOLVED FURTHER THAT in the event the Company makes a Bonus issue of shares or makes a Rights issue of shares/ debentures or any other securities in whatever proportion prior to the exercise of the rights attached to the Warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the Company increases as a consequence of such Bonus/Rights issues and that the exercise price of the warrants be adjusted accordingly, subject to such approvals as may be required.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Securities and Exchange Board of India (SEBI) and/ or such other Regulator/authority concerned may impose at the time of their approval as agreed by the Board.”



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RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board (which term shall include any Committee of the Board) be and is hereby authorized to do or cause to be done all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to this preferential offer, issue, allotment, listing and to finalize and execute all deeds, documents and writings as may be necessary, proper, desirable or expedient as it may deem fit 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 without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto 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 Committee constituted by Board of the Company as it may consider appropriate in order to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company 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 committee of directors or the Managing Director or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.



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ITEM NO. 5: BORROWING OF UNSECURED LOAN FROM DIRECTORS WITH AN OPTION OF CONVERTIBILITY INTO EQUITY SHARES:

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

“RESOLVED THAT pursuant to recommendation of Audit Committee and Section 62 (3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under and in accordance with the Memorandum and Articles of Association of the Company and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, the consent of members be and is hereby accorded to borrow unsecured loan from the Directors of the Company as and when required subject to overall limit of borrowing of Rs. 300 Crores as sanctioned under Section 180 (1) (c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the conversion right attached with the unsecured loan of Directors be and is hereby approved pursuant to following terms being agreed between the Company and its Directors to convert the whole or part of the outstanding loans at the option of Directors into fully paid up equity shares of the Company.

Terms and Conditions:

I. the conversion right reserved as aforesaid may be exercised by the Directors during the continuation of loan;

II. on receipt of the notice of conversion, the Company shall subject to the terms being entered, allot and issue the requisite number of fully paid-up equity shares to the Directors and the Directors may accept the same in satisfaction of the part of the loans so converted;



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III. the part of the loan so converted shall cease to carry interest as from the date of conversion and the loan shall stand correspondingly reduced. Upon such conversion, the repayment instalments of the loan payable after the date of conversion as per the terms shall stand reduced proportionately by the amount of the loan so converted. The equity shares so allotted and issued to the Directors shall rank pari passu with the existing equity shares of the Company in all respects.

IV. in the event the Directors exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to the Directors and list the shares on the Stock exchanges where Company's shares are presently listed and for the said purpose the Company shall take all such steps as may be necessary to ensure that the equity shares are listed on the Stock Exchanges.

V. the loan shall be converted into equity shares at a price to be determined in accordance with the applicable Securities and Exchange Board of India Regulations at the time of such conversion.

VI. the equity shares so allotted pursuant to conversion shall call carry right to receive the dividends and other distributions to be declared in respect of paid-up equity share capital of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director of the Board be and is hereby authorised to do all such acts, deeds, matters and things, as may in absolute discretion deemed necessary, proper or desirable and to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection with or incidental thereto."



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ITEM NO. 6: To approve existing as well as new material related party transactions with Starshine Ventures Private Limited:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, the applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder, other applicable laws including any amendments, modifications or re-enactments thereof from time to time, the Company’s Policy on Related Party Transactions, and subject to such approvals, consents, and permissions as may be required, the approval of the shareholders of the Company be and is hereby accorded to enter into and/or continue with existing and new material related party transaction(s), contract(s), arrangement(s) or agreement(s), whether entered individually or in aggregate or as part of a series, with Starshine Ventures Private Limited, Raipur, is a Enterprises over which relatives of KMP are able to exercise significant influence and a related party as per Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during the financial year ending March 31, 2026, on such material terms and conditions as specified in the Explanatory Statement to this resolution and as may be mutually agreed upon by the Company and the related party, provided that such transactions shall be undertaken in the ordinary course of business and on an arm’s length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include the Audit Committee and/or any other Committee duly constituted or to be constituted by the Board), be and is hereby authorised to do all such acts, deeds, matters, and things as may be necessary, desirable or expedient to give effect to this resolution including finalising and executing agreements, documents, applications and other writings, seeking approvals as may be required, and to delegate all or any of its powers herein conferred to any Committee or any director(s) or officer(s) of the Company as it may in its absolute discretion deem fit, without seeking any further approval of the shareholders.”



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RESOLVED FURTHER THAT all actions taken or to be taken by the Board or any officer of the Company in connection with the transactions referred to in this resolution be and are hereby approved, confirmed and ratified in all respects.”

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

SD/-

Name: Roshan Jain

DIN: 01586321

Designation: Managing Director

Date: 30/08/2025

Place: Raipur



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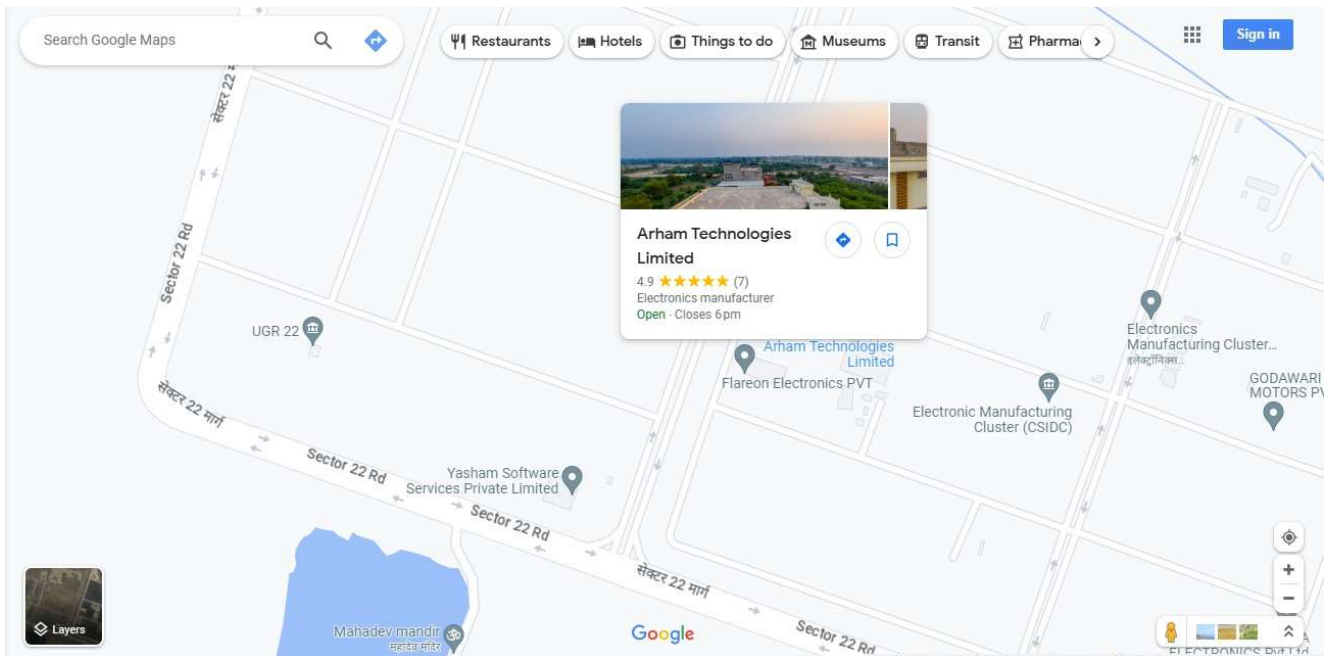
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Route Map

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<https://www.google.com/maps/place/Arham+Technologies+Limited/@21.1636153,81.753211,17z/data=!3m1!4b1!4m6!3m5!1s0x3a28c5edd38aef73:0x1303a32d22563aa2!8m2!3d21.1636103!4d81.7557859!16s%2Fg%2F11h5n57rgy?entry=ttu>





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NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint proxy/proxies to attend and vote instead of himself/herself. Such proxy/proxies need not to be a member of the company.
2. A person can act as proxy on behalf of members not exceeding (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The instrument of Proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.
4. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution authority, as applicable.
5. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney/Letter of Representation authorizing its representative to attend and vote on their behalf at the Annual General Meeting.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
7. During the 12th AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act.



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8. Dispatch of Annual Report Through Electronic Mode: In compliance with the applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder, read with the Ministry of Corporate Affairs ('MCA') General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024. (Collectively referred to as "MCA Circulars"). In accordance with the aforesaid MCA Circulars and Securities and Exchange Board ('SEBI') Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD /CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Annual Report of the Company for the FY 2024-25 will be sent electronically to those Members whose e-mail addresses are registered with the Company/ National Securities Depository Limited ("NSDL") and Central Depositories Services (India) Limited ("CDSL") (collectively referred to as "Depositories"/"Dps")/Registrar & Transfer Agent ("Registrar"/ "RTA"). Physical copy of the Notice along with accompanying documents will be sent to those Equity Shareholders who request for the same. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's <https://arhamtechnologies.co.in/investor-> and websites of the Stock Exchanges, i.e., NSE Limited at <https://www.nseindia.com/>
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility for voting through Ballot / Polling Paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote



ARHAM
TECHNOLOGIES LIMITED

(Erstwhile Arham Technologies Private Limited)

CIN: L52335CT2013PLC001207

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by remote e-voting shall be able to exercise their right at the meeting by Ballot/Polling Paper. The Board has appointed **M/s Abhishek Jain & Associates, Practicing Company Secretaries, Raipur**, as a Scrutinizer to scrutinize the process of e-voting.

10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
11. Non-Resident Indian Members are requested to inform the Company's RTA immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - **For shares held in electronic form:** to their Depository Participants only and not to the Company's RTA. Changes intimated to the Depository Participants will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the Members.



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THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on Monday, 22nd September, 2025 09:00 A.M. and ends on Wednesday, 24th September, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 18th September, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 18th September, 2025

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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



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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.



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4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



App Store



Google Play



Individual
Shareholders
holding
securities in
demat mode with
CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.



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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

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



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5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.



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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ajain7008@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at pritamd@nsdl.com / evoting@nsdl.com



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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to support@arhamtechnologies.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to support@arhamtechnologies.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



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ATTENDANCE SLIP FOR ANNUAL GENERAL MEETING

(To be surrendered at the venue of the meeting)

I certify that I am a registered shareholder/proxy/representative for the registered shareholder(s) of Arham Technologies Limited. I hereby record my presence at the 12th Annual General Meeting of the shareholders of Arham Technologies Limited held on Thursday, 25th September, 2025 at 12:30 P.M at the registered office of the Company at Plot No. 15, Electronic Manufacturing Cluster, Sector 22, Village Tuta, Atal Nagar, Nava Raipur, Chhattisgarh 492015 India.

Reg. Folio No. / Client ID	
DP ID	
No. of Shares	

Name & Address of Member;

Signature of Shareholder/Proxy/Representative
(Please Specify)



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Form No. MGT-11
PROXY FORM

[Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies
(Management and Administration) Rules, 2014]

CIN	L52335CT2013PLC001207
Name of the Company	ARHAM TECHNOLOGIES LIMITED
Registered office	Plot No. 15, Electronic Manufacturing Cluster, Sector 22, Village Tuta, Atal Nagar Nava, Raipur, Chhattisgarh 492015 India.
Name of the member(s)	
Registered Address	
Email Id	
Folio No / Client ID	DP ID:

I /We, being the member(s) of _____ shares of the above-named company,
hereby appoint

1.	Name		
	Address		Signature
	Email Id		
	Or failing him		
2.	Name		
	Address		Signature
	Email Id		
	Or failing him		



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as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 12th Annual General Meeting of the Company to be held on Thursday, 25th September, 2025 at 12:30 P.M at the registered office of the Company at Plot No. 15, Electronic Manufacturing Cluster, Sector 22, Village Tuta, Atal Nagar, Nava Raipur, Chhattisgarh 492015 India, and at any adjournment thereof in respect of such resolutions as are indicated below:

	For	Against
Ordinary Business:		
1. To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet for the year ended 31 st March, 2025, the Profit and Loss account for the year ended as on the said date, the Directors' Report and the Auditors' Report thereon.		
2. To re-appoint Mr. Ankit Jain, Director (DIN: 06381280) who retires by rotation and being eligible, offers herself for the re-appointment.		
3. To appoint of M/s. Badhan & Co, Chartered Accountants (FRN: 004008C), Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.		



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Special Business:		
4. To Consider and Approve the issue of convertible warrants on preferential basis:		
5. Borrowing of Unsecured Loan from directors with an Option of Convertibility into Equity Shares.		
6. To approve existing as well as new material related party transactions with Starshine Ventures Private Limited.		

Signed this day of..... 2025.

Signature of shareholder: _____ Signature of Proxy holder(s): _____

Affix

Revenue

Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



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Explanatory Statement

(Pursuant to Section 102(1) of the Companies Act, 2013 and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Item No. 04

The Board of Directors at its meeting held on Tuesday, 26th August, 2025, subject to approval of shareholders of the Company and such other approvals as may be required, has considered and approved the proposal to issue and allot up to 17,15,795 (Seventeen Lakh Fifteen Thousand Seven Hundred And Ninety-Five) Fully Convertible Warrants (“Warrants”) carrying a right exercisable by the Warrant holder(s) to subscribe to 1 (one) Equity Share of Face Value of Rs. 10/- each per Warrant, to the below mentioned Proposed Allottees belonging to “Promoter Category and Public Category” on preferential basis at an issue price of Rs. 90/- which has been determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, for an aggregate amount of up to Rs. 15,24,99,860.00 (Rupees Fifteen Crores Twenty-Four Lakhs Ninety-Nine Thousand Eight Hundred And Sixty Only) for cash:

Sr. No.	Name of the Proposed Allottees/ Investors	Category	Number of Convertible Warrants to be allotted
1.	Mr. Ankit Jain	Promoter	6,75,067
2.	Mr. Anekant Jain	Promoter	6,75,067
3.	M/s. Bennett, Coleman And Company Limited	Non-Promoter Public	3,65,661
	TOTAL		17,15,795

The proposed Preferential Issue is being undertaken further to intimation to the stock exchanges dated 26/08/2025. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of the Companies Act, 2013.

The investors/proposed allottees named hereinabove have agreed to subscribe to the proposed preferential issue and have confirmed their eligibility in terms of Regulation 159 of the ICDR Regulations.



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Pursuant to the applicable provisions of Sections 23(1)(b), 42 and 62 of the Companies Act, 2013 ('Act') and Rules framed thereunder, and in accordance with the provisions of Chapter V "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations'), the Preferential issue of Warrants requires approval of the Members by way of a Special Resolution.

The proceeds of the Preferential Issue will be utilized for (a) For the advertisement of Company's products (b) General Corporate Purpose and Investment in Subsidiary Companies, as more particularly set out herein. The Board therefore recommends this Item No. 4 for the approval of the Shareholders as set out in the Notice by way of passing a 'Special Resolution'.

The details of the issue and other particulars as required in terms of Regulation 163 of the SEBI ICDR Regulations read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, in terms of NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and BSE Circular No. 20221213-47 dated December 13, 2022, as amended, with respect to the additional disclosures for objects of the issue and are set forth below:

1. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price:

At its meeting on Tuesday, 26th August 2025, the Board of Directors, subject to Members' approval and regulatory consents, if any, as may be applicable, approved the preferential issuance and allotment of up to 17,15,795 convertible warrants, each warrant convertible into one Equity Share at an issue price of Rs. 88.88/- per warrant, for an aggregate consideration of up to Rs. 15,24,99,860.00 (Rupees Fifteen Crores Twenty-Four Lakhs Ninety-Nine Thousand Eight Hundred and Sixty Only) to the Promoter Category and Public Category, payable in cash.



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2. **Basis on which the price has been arrived at and justification for the price (referred to warrant price/ exercise price or otherwise which means price to be paid by Investor for exercising warrant including premium, if any):**

The Equity Shares of the Company are listed on National Stock Exchange of India Limited Emerge Platform ("NSE") (referred to as the "Stock Exchange"). The Equity Shares are frequently traded in terms of Part IV of the SEBI ICDR Regulations.

In case of the frequently traded shares, as per Regulation 164(1) of the SEBI ICDR Regulations, a minimum issue price of the Equity Shares/ Warrants in preferential issue has to be calculated as follows:

The price of the Equity Shares to be allotted pursuant to Preferential Issue shall not be less than higher of the following:

- I. the 90 (ninety) trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date;
- II. the 10 (ten) trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date.

Pursuant to the above provisions of Regulation 164(1) of the SEBI ICDR Regulations, the minimum price at which the Warrants may be issued computes to **Rs. 88.88 each**. Determination of price as per the Articles of Association of the Company is not applicable, since the Articles of Association of the Company are silent on the determination of a Floor Price/ Minimum Price of the shares issued on preferential basis. In view of the above, the Board of the Company decided to issue these securities to be allotted on preferential basis to the proposed allottee at **Rs. 88.88/- (Rupees Eighty-Eight And Eighty Eight Paise Only)** being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations. Each Warrant upon conversion shall entitle the Warrant Holders to one equity share of Rs. 10/- each fully paid up at a price of Rs. 88.88/- per share which includes premium of Rs. 78.88/- per share.



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3. Amount which the Company intends to raise by way of such securities:

The Company proposes to raise up to Rs. 15.25 crores (Rupees Fifteen Crores Twenty-Five Lakhs Only) by way of a preferential issue of 17,15,795 warrants, each warrant convertible into one Equity Share of Rs. 10/- face value each at a premium of Rs.88.88/- per share with the entire consideration to be paid by the Allottees in cash.

4. Relevant Date:

In terms of the provisions of Chapter V Part II of the SEBI ICDR Regulations, the 'Relevant Date', for the purpose of determining the minimum issue price of the Warrants proposed to be allotted to the above mentioned allottees is Tuesday, 26th August, 2025 (i.e. being the date, which is 30 days prior to the date of Annual General Meeting i.e. Thursday, 25th September, 2025,) and the conversion price for the conversion of Warrants into Equity Shares is the said Relevant date i.e. Tuesday, 26th August, 2025.

5. Objects of the Preferential Issue:

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following objects:

- a) For the advertisement of Company's products.
- b) General Corporate Purpose and Investment in Subsidiary Companies

6. Utilization of Issue Proceeds:

Given that the funds to be received against Warrants conversion will be in one or more tranches and the quantum of funds required on different dates may vary, therefore, the use of the Issue shall be made as stated hereinabove.

Proceeds to be utilized for the above Objects are set out herein below



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Sr. No.	Particulars	Total estimated amount to be funded from Proceeds (Rs. in Crore)	Tentative Timeline for Utilization of Issue Proceeds from the date of receipt of funds
1	For the advertisement of Company's products	3.25 Crores	Within a maximum period of 5 years from receipt of funds from the issue and allotment of Warrants (as set out herein)
2	General Corporate Purpose and Investment in Subsidiary Companies	12 Crores	

As stated above, the Preferential Issue is of convertible Warrants and the Issue Proceeds shall be received, in one or more tranches, by the Company within 18 (Eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations and therefore, as estimated by our management, the entire Issue Proceeds would be utilized for the aforementioned Objects, in one or more tranches, as per the Company's business requirements and availability of Issue Proceeds, within a maximum period of 24 (twenty-four) months from the date of receipt of funds for the Warrants.

In terms of the NSE Circular No. NSE/CML/2022/56 dated 13 December 2022, the amount specified for the aforementioned Objects may deviate +/- 10% (ten percent) depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and which may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.



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If the Issue Proceeds are not utilized (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

7. Name and address of valuer who performed valuation:

Not Applicable

8. Principal terms of Assets charged as securities:

Not Applicable.

9. Material terms of raising such securities:

The same has been disclosed in the concerned shareholders' resolution at the Item No. 4 of and in the explanatory statement to this Notice.

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

Not Applicable, as the proposed allotment shall be made for consideration in Cash only.

11. Class or classes of persons to whom the allotment is proposed to be made:

The proposed preferential allotment of Warrants shall be made to the Promoter Category and Public Category.

12. Intent of the Promoters, Directors or Key Management Personnel (KMPs) or Senior Management Personnel (SMPs) of the issuer to subscribe to the offer:

Except as details mentioned below, None of the Promoters, Directors or Key Managerial Personnel intend to subscribe this offer and no contribution being is made by the promoters or directors either as part of the offer or separately in furtherance of these objects.



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Names	No. of Warrants	Category
Mr. Ankit Jain	6,75,067	Promoter
Mr. Anekant Jain	6,75,067	Promoter
TOTAL	13,50,134	

Note: Considering 100% conversion of Warrants into equity shares within the stipulated time.

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

Sl. No	Category	Pre-Issue		Post-Issue *	
		Total No. of Equity Shares held	% age of Shareholding	Total No. of Equity Shares held	% age of Shareholding
	Shareholding of Promoter and Promoter Group				
1	Indian				
a)	Individuals				
i)	Ankit Jain	3516000	20.78%	4191067	22.49%
ii)	Anekant Jain	2268000	13.4%	2943067	15.79%
iii)	Others	6466000	38.22%	6466000	38.22%
b)	Bodies Corporate				
	Total Shareholding of Promoter and Promoter Group (A)	12250000	72.40%	13600134	72.98%
B.	Non-Promoters / Public Shareholding:				
1	Institutions:				
a)	Mutual Funds	-	-	-	-
b)	Alternative Investment Funds	-	-	-	-
c)	Financial Institution/ Banks	-	-	-	-
d)	Insurance Companies	-	-	-	-
e)	NBFC Registered with RBI	-	-	-	-
f)	Foreign Portfolio Investors Category I	-	-	-	-
g)	Foreign Portfolio Investors Category II	-	-	-	-
h)	Any other	-	-	-	-
	Sub-Total (B1)	-	-	-	-



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2.	Central Government/State Government(s)/ President of India	-	-	-	-
	Sub-Total (B2)	-	-	-	-
3.	Non-Institutions:				
a)	Key Managerial Personnel	-	-	-	-
b)	Investor Education and Protection Fund (IEPF)	-	-	-	-
c)	Individual	4389000	25.94%	4389000	23.55%
d)	NRI	65000	0.38%	65000	0.35%
e)	Bodies Corporate	127000	0.75%	492661	2.64%
f)	Foreign national	-	-	-	-
g)	Any Other:				
i)	Clearing Member	-	-	-	-
ii)	HUF	84000	0.50%	84000	0.45%
iii)	Trusts	-	-	-	-
iv)	LLP	5000	0.03%	5000	0.03%
	Sub-Total (B3)	4670000	27.60%	5035661	27.02%
	Total Public Shareholding (B)=(B1+B2+B3)	4670000	27.60%	5035661	27.02%
	Grand Total (A+B1+B2)	16920000	100%	18635795	100%



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14. Proposed time limit within which the allotment shall be completed:

In terms of the provisions of SEBI ICDR Regulations, the Company shall complete the preferential allotment of said Warrants within a time period of 3 (Three) days from the date of passing of the “Special Resolution” by the Shareholders at their Annual Meeting to be held on Thursday, 25th September, 2025. Provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchange(s) is pending, the allotment shall be completed within a period of 3 (Three) days from the date of such approval or permission, as the case may be.

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

During the period from 1st April, 2025 till the date of this Notice, the Company has not made any Preferential Issue of any securities.

16. Lock-in Period:

- a) The Warrants to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- b) The Resulting Equity Shares shall be locked in as per the applicable provisions of the SEBI ICDR Regulations.
- c) The entire pre-preferential allotment shareholding of the Proposed Allottee shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

17. Payment of Consideration:

In terms of the provisions of Regulation 169(2) of the SEBI ICDR Regulations, an amount equivalent to at least 25% (twenty-five percent) of the total consideration for the Warrants will be payable on the date of preferential allotment of the Warrants.



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The balance upto 75% (seventy-five percent) of the issue price shall be, at the option of the Allottee(s), payable by the Proposed Allottees at the time of allotment of the Equity Shares pursuant to conversion of the Warrants into Equity Shares.

Warrant will be converted at the option of the allottee, into 1 (one) equity share of Face Value of Rs. 10 each at a price of **Rs. 88.88 per share** (including premium of Rs. 78.88 Per Share), determined in accordance with the SEBI ICDR Regulations, at any time within 18 (eighteen) months from the date of allotment of Warrants. In case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the Warrants, the unexercised Warrants shall lapse and the consideration paid upon each of the said Warrants shall be forfeited and all the rights attached to the Warrants shall lapse automatically.

18. Undertakings:

- i) Neither the Proposed Allottee, the beneficial owners of Proposed Allottees, if any, nor the Company, its Directors and Promoters are fugitive economic offender as defined under SEBI ICDR Regulations.
- ii) The Company undertakes that it shall re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants, in terms of the provisions of SEBI ICDR Regulations as amended wherever it is required to do so.
- iii) The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provisions of the SEBI ICDR Regulations, the Warrants shall continue to be locked in till the time such amount is paid by the proposed allottee.



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- iv) The Company is in compliance and post preferential issue will also be in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange(s), where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended or any Circular or Notification as may be issued by SEBI, from time to time or any competent authority concerned.
- v) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principal approval is made by the Company to the stock exchange where its equity shares are listed;
- vi) The Company shall be making application seeking in-principal approval to the stock exchange, where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of a special resolution.
- vii) The Company is in compliance with the conditions for continuous listing; The company is eligible to make preferential issue to its investors under Chapter V of the SEBI ICDR Regulations.
- viii) The proposed allottees have not sold any of the equity shares during 90 trading days preceding the relevant date;
- ix) The Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
- x) No person belonging to the promoters / promoter group has previously subscribed to any equity shares of the company during the last one year;



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19. Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower:

None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

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

Sr. No.	Name of the Proposed Allottee	Current Status of Proposed Allottee namely Promoter or Public	Proposed Status of Allottee (Post the Preferential Issue namely Promoter or Public)
1.	Mr. Ankit Jain	Promoter	Promoter
2.	Mr. Anekant Jain	Promoter	Promoter
3.	M/s. Bennett, Coleman And Company Limited	Public	Public

21. Practicing Company Secretary's Certificate:

The certificate from Mr. Abhishek Jain, Practicing Company Secretary (Membership No: 12714 & COP: 14857), certifying that the preferential issue of Shares is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations and the said certificate shall be placed before the shareholders at their proposed Annual General Meeting and the same shall be made available for inspection by the Shareholders at the Company's website at: <https://arhamtechnologies.co.in/>.

22. Dues toward SEBI, Stock Exchange(s) or Depositories:

There are no outstanding dues of the Company payable to SEBI, Stock Exchange or Depositories as on date.



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23. Change in control, if any, upon preferential issue:

Consequent to the proposed preferential issue of Warrants/ Resulting Equity Shares; there shall not be any change in control or change in management of the Company. The preferential issue shall not attract an obligation to make an open offer for shares of the Company under the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (as amended).

24. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

The total contribution being raised from the Promoter Category who are also directors of the Company is up to **Rs. 12.00 crores (Rupees Twelve Crores Only)** out of total issue proceeds of **Rs. 15.25 Crores (Rupees Fifteen Crores Twenty-Five Lakhs Only)**.

25. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

Sr. No.	Name of Proposed Allottees	Ultimate Beneficial Owner
1	Mr. Ankit Jain	Mr. Ankit Jain
2	Mr. Anekant Jain	Mr. Anekant Jain
3	M/s. Bennett, Coleman And Company Limited	None



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26. The names of the proposed allottees, status and the percentage of post preferential offer capital that may be held by them:

S. N	Name of Proposed Allottee	Current Status/ Category	Pre-Preferential Allotment of Equity Shares		Post-Preferential Allotment of Equity Shares	
			No. of Equity Shares	% of Holding	No. of Equity Shares	% of Holding
1	Mr. Ankit Jain	Promoter	3516000	20.78%	4191067	22.49%
2	Mr. Anekant Jain	Promoter	2268000	13.4%	2943067	15.79%
3	M/s. Bennett, Coleman And Company Limited	Non-Promoter Public	-	-	3,65,661	1.96%

27. Undertaking as to re-computation of price and lock-in of specified securities:

Since, the Company's Equity Shares are listed and traded for a period more than 90 trading days, therefore, there is no need for the Company to re-compute the price of Preferential Allotment of the Equity Shares and Convertible Warrants in terms of the provisions of the SEBI (ICDR) Regulations, 2018.



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

Mr. Ankit Jain and Mr. Anekant Jain, members of Promoter Category who intend to subscribe to the Warrants under this Preferential Issue are concerned or interested in the resolution as set out at Item No. 4 along with Mr. Roshan Jain and Mrs. Rukhmini Jain and their relatives.

Save and except the above, none of the Directors, Key Managerial Personnel and/or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 4 of the Notice.

The Board has considered all relevant aspects in regard to the proposed Preferential Issue including but not limited to the facts inter alia the size of the Issue, faster and more efficient manner of fund raising for expeditious deployment of funds for the objects of the Issue detailed herein, there being no direct or indirect benefit accruing to the promoters/promoter group other than issue of shares upon conversion to the extent of 1.92% of the post issue capital i.e. a negligible dilution. As such, your Directors are of the firm opinion that the proposed Issue of convertible warrants is overall in the best interest of the Company and favourable to all stakeholders concerned as the same is aimed at infusing funds for the growth of the Company within shortest time permitted by the applicable laws. Further, the disclosures made herein and the rationale for the proposed Issue are believed to be sufficient for the decision to be made by the shareholders.

The Board accordingly recommends the Special Resolution as set out in Item no. 4 of this Notice for your approval.

ITEM NO. 05

Pursuant to the following terms being agreed between the Company and its Directors and the recommendation of Audit Committee and Section 62 (3) read with other applicable provisions, if any, including SEBI regulations and in accordance with the Memorandum and Articles of Association of the Company, it is proposed to borrow unsecured loan from the Directors of the Company as and when required subject to overall limit of borrowing of Rs. 300 Crores as sanctioned under Section 180 (1) (c) of the Companies Act, 2013.



ARHAM
TECHNOLOGIES LIMITED

(Erstwhile Arham Technologies Private Limited)

CIN: L52335CT2013PLC001207

Regd. Office & Factory: Plot No. 15, Electronic Manufacturing Cluster, Sector-22, Village Tuta, Atal Nagar Nava Raipur, Raipur, Chhattisgarh, 492015. Tel-9925130931. Email- support@arhamtechnologies.co.in

Corporate Office: 5, Chirakoot Complex, Opp. Vyavsayik Sahkari Bank, Jawahar Nagar, Raipur, Chhattisgarh, 492001.

Tel-07712223415. www.arhamtechnologies.co.in

Further, the conversion right attached with the unsecured loan of Directors is proposed to be approved to convert the whole or part of the outstanding loan at the option of Directors into fully paid up equity shares of the Company on the following terms and conditions:

Terms & Conditions:

I. the conversion right reserved as aforesaid may be exercised by the Directors during the continuation of loan;

II. on receipt of the notice of conversion, the Company shall subject to the terms being entered, allot and issue the requisite number of fully paid-up equity shares to the Directors and the Directors may accept the same in satisfaction of the part of the loans so converted;

III. the part of the loan so converted shall cease to carry interest as from the date of conversion and the loan shall stand correspondingly reduced. Upon such conversion, the repayment instalments of the loan payable after the date of conversion as per the terms shall stand reduced proportionately by the amount of the loan so converted. The equity shares so allotted and issued to the Directors shall rank pari passu with the existing equity shares of the Company in all respects.

IV. in the event the Directors exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to the Directors and list the shares on the Stock exchanges where Company's shares are presently listed and for the said purpose the Company shall take all such steps as may be necessary to ensure that the equity shares are listed on the Stock Exchanges.

V. the loan shall be converted into equity shares at a price to be determined in accordance with the applicable Securities and Exchange Board of India Regulations at the time of such conversion.

VI. the equity shares so allotted pursuant to conversion shall carry right to receive the dividends and other distributions to be declared in respect of paid up equity share capital of the Company.



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Further, in accordance with the provisions of the Companies Act, 2013, the company shall require to obtain the approval of shareholders by special resolution, for the conversion of the loan into equity shares of the company.

The Board of Directors recommends the passing of this resolution as set out at Item No. 5 of the notice by Special resolution.

None of the Directors, Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/ indirectly interested in the above resolution except to the extent of their respective interest as shareholders of the Company.

ITEM NO. 06

Details of the existing as well as new material related party transactions with Starshine Ventures Private Limited, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows:

(a) name of the related party;	Starshine Ventures Private Limited
(b) Nature of relationship [including nature of its interest (financial or otherwise)]	Enterprises over which relatives of KMP are able to exercise significant influence. Mr. Ankit Jain (Director cum CFO), Mr. Anekant Jain (Director cum CEO) and Mr. Roshan Jain (Managing Director) of the Company are the Directors of Starshine Ventures Private Limited.
c) Type and particulars of proposed transactions;	<ul style="list-style-type: none">• Sale of Goods

d) the material terms of the contract or arrangement including the value, if any;	Transactions in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments and the market that the Company operates in
e) Tenure of the proposed transactions	Ongoing Transaction exact Tenure undeterminable
f) Value of the proposed transaction	Ongoing Transaction exact value undeterminable.
g) Total transactions for past three years	<ul style="list-style-type: none"> • FY 22-23: Rs. 63,99,838.06 • FY 23-24: Rs. 12,35,22,193.00 • FY 24-25: Rs. 11,75,76,748.00
h) Percentage of Arham Technologies Limited annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	16.82%
i) Justification of the proposed transaction	<p>Arham Technologies Limited, engaged in the business of manufacturing and trading of electronic goods under the brand name “Starshine”, has entered into an arrangement with Starshine Venture Private Limited, which undertakes the responsibility of marketing and selling the products primarily through e-commerce platforms.</p> <p>This arrangement enables the Company to leverage the wider online marketplace for increasing sales volumes, enhancing brand visibility, and ensuring efficient distribution of its products. By engaging Starshine Ventures for the e-commerce segment, Arham Technologies Limited can focus on its core competencies of</p>



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	<p>manufacturing and quality control, while Starshine Ventures ensures effective product placement and consumer reach through digital platforms.</p> <p>Accordingly, the proposed transaction is in the ordinary course of business, on an arm's length basis, and is expected to contribute significantly to the overall growth and expansion of the Company's operations.</p>
j) A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email addresses of the shareholders.	<p>The Company conducts transactions with related parties in its ordinary course of business at prices which are at arm's length. The pricing for such transactions is established generally considering market price for comparable transactions with unrelated parties where available or on cost plus reasonable margin basis.</p>
k) Name of the Director or Key Managerial Personnel, who is related	<p>1. Mr. Ankit Jain</p> <p>2. Mr. Roshan Jain</p> <p>3. Mr. Anekant Jain</p>

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

SD/-

Name: Roshan Jain

DIN: 01586321

Designation: Managing Director

Date: 30/08/2025

Place: Raipur