CANARYS AUTOMATIONS LIMITED
(formerly Canarys Automations Private Limited)
CIN: L31101KA1991PLC012096
Reg Off: No. 566 & 567, 2nd Floor, 30th Main,
Attimabbe Road, Banagirinagara, Banashankari
3rd Stage, Bengaluru 560085, Karnataka India
Contact No: +91 98458 62780; Email Id: fin@ecanarys.com
website: www.ecanarys.com

Date: 04.11.2024

To,
National Stock Exchange of India Limited ("NSE")
Exchange Plaza, Plot No. C/1, G- Block,
Bandra –Kurla Complex, Bandra (East),
Mumbai-400051

Scrip Code: CANARYS
ISIN: INE0QG301017

Dear Sir/Madam,

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 – Postal Ballot Notice

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the SEBI Listing Regulation"), we hereby enclose a copy of the Postal Ballot Notice dated 31st October 2024 along with explanatory statement, remote e-voting instructions ("**Postal Ballot Notice**") seeking approval of the members of the Company of the following resolution, only by way of remote e-voting ("**e-voting**").

Sl. No.	Description of special resolution	Type of Resolution
1.	**Variation in terms of Objects of the Issue**	**Special Resolution**

In accordance with circulars issued by the Ministry of Corporate Affairs, from time to time, the postal ballot notice is being sent to only by email to the Members, whose email addresses are registered with the Depositories (in case of Members holding shares in Demat form) or with Registrar and Share Transfer Agent of the Company (in case of Members holding shares in physical form) and whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), as on **Friday, 01st November 2024 ("Cut-Off Date").**

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3rd Stage, Bengaluru 560085, Karnataka India
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The Postal Ballot Notice seeks approval of members of C**ANARYS AUTOMATIONS LIMITED** (formerly known as Canarys Automations Limited) ("the Company") in respect of the following special resolution through remote e-voting only:

Sl. No.	Description of special resolution	Type of Resolution
2.	**Variation in terms of Objects of the Issue**	**Special Resolution**

The Company has engaged the services of M/s. Link Intime India Private Limited ("Link Intime" or "Registrar and Transfer Agent") as the agency to provide e-voting facility to the members, enabling them to cast their vote electronically and in a secure manner. The voting rights of the Members shall be in proportion to their holding of Equity shares with the paid-up equity share capital of the Company as on Cut-Off Date.

The remote e-voting facility shall be available during the following period:

Commencement of e-Voting	Tuesday, 05th November 2024 at 9.00 AM (IST)
End of e-Voting	Wednesday, 04th December 2024 at 5.00 PM (IST)

The Notice of Postal Ballot is available on the website at www.ecanarys.com and on the website of the Stock Exchanges, i.e., National Stock Exchange of India Limited ("NSE") at www.nseindia.com respectively, and on the website of Link Intime India Private Limited (Insta Vote), Registrar and Transfer Agent of the Company at https://instavote.linkintime.co.in

We request you to kindly take the same on record.

Thanking you.

For, Canarys Automations Limited
(formerly known as Canarys Automations Private Limited)

Ambikeshwari M A
Digitally signed by Ambikeshwari M A
Date: 2024.11.04 22:34:16 +05'30'

Ambikeshwari M A
Company Secretary & Compliance officer
Membership No. A67639

Enclosed as above.

CANARYS AUTOMATIONS LIMITED
(formerly Canarys Automations Private Limited)
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3rd Stage, Bengaluru 560085, Karnataka India
Contact No: +91 98458 62780;
Email Id: fin@ecanarys.com website: www.ecanarys.com

POSTAL BALLOT NOTICE

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

Dear Member(s),

NOTICE is hereby given that the resolutions set out below are proposed for approval by the members of **CANARYS AUTOMATIONS LIMITED** (formerly known as Canarys Automations Limited) ("the Company") by means of Postal Ballot, only by remote e-voting process (**"e-voting"**) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (**"the Act"**), Rule 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020dated April 13, 2020 General Circular No. 09/2023 dated September 25, 2023 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (**"MCA Circulars"**), Regulation 44of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), Secretarial Standard on General Meetings (**"SS-2"**)issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice is also attached.

The Board of Directors has appointed **M/s. Ganapathi & Mohan, Practicing Company Secretaries, Bengaluru**, Practicing Company Secretaries, as Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of **M/s. Link Intime India Private Limited** (SEBI Registration No. INR000004058) ("LIIPL" or "Link Intime" or "Registrar and Transfer Agent") as the agency to provide e-voting facility.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting:	Tuesday, 05th November 2024 at 9.00 AM (IST)
End of e-voting:	Wednesday, 04th December 2024 at 5.00 PM (IST)

The Scrutiniser will submit his report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorised by him. The results of e-voting will be announced on or before Friday 06th December 2024, and will be displayed on the Company's website at www.ecanarys.com and the website of Link Intime India Private Limited ('LIIPL') at www.linkintime.co.in. The results will simultaneously be communicated to the Stock Exchanges.

ITEM OF SPECIAL BUSINESS REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT:

SPECIAL BUSINESS

1. VARIATION IN TERMS OF OBJECTS OF THE ISSUE

To consider and, if thought fit, to give assent or dissent to the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 27 of the Companies Act, 2013, as amended ("Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications or re-enactments thereof), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018, as amended, and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, if any, and such other approvals, permissions and sanctions, as may be necessary and pursuant to the approval of Board of Directors at its meeting held on 31st October 2024, the approval of members of the company be and are hereby accorded to vary the terms of Objects of the Issue referred to in the prospectus dated 06th October, 2023 (the '**Prospectus**') in relation to the terms of utilization of the proceeds received from the initial public offering of equity shares (the '**IPO**') made in pursuance of the Prospectus and utilize such proceeds for the objects and in the manner as mentioned in the explanatory statement annexed to this Postal Ballot Notice;

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors, Company Secretary and Chief Financial Officer of the Company be and are hereby severally authorized to do all such acts, deeds and things, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval and ratification thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to delegate all or any of its powers herein conferred on it by or under these resolutions to any Committee of Directors or to the Managing Director or any other Officer(s) of the Company as it may consider appropriate in order to give effect to these resolutions."

By order of the Board
For **CANARYS AUTOMATIONS LIMITED**
(formerly Canarys Automations Private Limited)

Reg Off: No. 566 & 567, 2nd Floor,
30th Main, Attimabbe Road,
Banagirinagara, Banashankari
3rd Stage, Bengaluru-560085, KA
CIN: L31101KA1991PLC012096
Phone: +91-80-2679 9915
e-mail: fin@ecanarys.com
web: www.ecanarys.com

Place: Bengaluru
Date: 31.10.2024

Sd/-
Metikurke Ramaswamy Raman Subbarao
Managing Director
DIN: 00176920

NOTES:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.

2. In compliance with the provisions of Section 108 and 110 of the Act read with rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members, a facility to exercise their right to vote by electronic means through e-voting. The Company has appointed Link Intime India Private Limited as agency in respect of e-voting for the Postal Ballot.

3. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on **Friday, 01st November 2024** (**"Cut-Off Date"**) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.

4. The Scrutinizer's decision on the validity of e-voting shall be final and binding.

5. This Postal Ballot Notice will also be available on the Company's website at www.ecanarys.com and websites of the Stock Exchanges, i.e., National Stock Exchange of India Limited www.nseindia.com respectively, and on the website of Link Intime India Private Limited at www.linkintime.co.in

6. A Member cannot exercise his/her/its vote by proxy on Postal Ballot.

7. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the "Instructions for e-voting" section which forms part of this Postal Ballot Notice.

8. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.

9. **Subject to the provisions of the Articles of Association of the Company, voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to**

his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.

10. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended (**"SEBI Master Circular"**), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.

11. **The e-voting period commences at 9:00 a.m. (IST) on Tuesday, 05th November 2024 and ends at 5:00 p.m. (IST) on Wednesday, 04th December 2024.**

12. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by M/s. LinkIntime India Private Limited ("LIIPL") upon expiry of the aforesaid period. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

13. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., **Wednesday, 04th December 2024.**

14. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting.

15. Members seeking to inspect such documents can send an email to ambikeshwari.m@ecanarys.com mentioning his / her / its folio number / DP ID and Client ID.

16. **PROCEDURE FOR E-VOTING**

i. E-VOTING FACILITY:

a. The Company is providing e-voting facility of M/s. LinkIntime India Private Limited to its members to exercise their right to vote on the proposed resolutions by electronic means.

b. The e-voting facility will be available during the following voting period:

Commencement of e-voting:	Tuesday, 05th November 2024 at 9.00 AM (IST)
End of e-voting:	Wednesday, 04th December 2024 at 5.00 PM (IST)

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by M/s. LinkIntime India Private Limited upon expiry of the aforesaid period.

c. The manner of e-voting by (i) individual members holding shares of the Company in demat mode (ii) members other than individuals holding shares of the Company in demat mode (iii) members holding shares of the Company in physical mode, and (iv) members who have not registered their e-mail address, is explained in the instructions given herein below.

ii. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

a. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

b. INFORMATION AND INSTRUCTIONS FOR E-VOTINGBY INDIVIDUAL MEMBERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE

As per the SEBI Master Circular, all "individual members holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as devised by the Depositories / Depository Participant(s), is given below:

LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE IS GIVEN BELOW:

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "Login".
b) Enter user id and password. Post successful authentication, click on "Access to e-voting".

c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp "
b) Proceed with updating the required fields.
c) Post registration, the user will be provided with Login ID and password.
d) After successful login, click on "Access to e-voting".
e) Click on "LINKINTIME" or "E-voting link displayed alongside Company's Name" and you will be redirected to Link Intime Insta-Vote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

a) Visit URL: https://www.evoting.nsdl.com/
b) Click on the "Login" tab available under 'Shareholder/Member' section.
c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
e) Click on "LINKINTIME" or "e-voting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH CDSL:

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

a) Visit URL: https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com.
b) Click on New System Myeasi
c) Login with user id and password
d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.

e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration
b) Proceed with updating the required fields.
c) Post registration, user will be provided Login ID and password.
d) After successful login, user able to see e-voting menu.
e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

a) Visit URL: https://www.cdslindia.com/
b) Go to e-voting tab.
c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: https://instavote.linkintime.co.in

2. Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: -

A. User ID:
Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*
Shareholders holding shares in **NSDL form, shall provide 'D' above*

<u>Cast your vote electronically:</u>

1. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon**.**
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
4. After selecting the desired option i.e. Favour / Against, click on **'Submit'.** A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes',** else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):
STEP 1 – REGISTRATION

a) Visit URL: https://instavote.linkintime.co.in
b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
c) Fill up your entity details and submit the form.
d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sl .No. 2 above). The said form is to be signed by the Authorized Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
e) Thereafter, Login credentials (User ID; Organization ID; Password) will be sent to Primary contact person's email ID.

f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above.
b) Click on "Investor Mapping" tab under the Menu Section
c) Map the Investor with the following details:
   a. 'Investor ID' -
      i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
      ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID*.
   b. 'Investor's Name - Enter full name of the entity.
   c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
   d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
d) Click on Submit button and investor will be mapped now.
e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above.
b) Click on 'Votes Entry' tab under the Menu section.
c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
d) Enter '16-digit Demat Account No.' for which you want to cast vote.
e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above.
b) You will be able to see the notification for e-voting in inbox.
c) Select **'View'** icon for '**Company's Name / Event number '.** E-voting page will appear.
d) Download sample vote file from 'Download Sample Vote File' option.
e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 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 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in

- Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID
User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.
Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:
If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: **https://instavote.linkintime.co.in**

- Click on **'Login'** under **'Corporate Body/ Custodian/Mutual Fund'** tab and further Click **'forgot password?'**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT"

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#$&), at least one numeral, at least one alphabet and at least one capital letter.*
Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:
Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

The following Statement sets out all material facts relating to the Special Busine ss proposed in this Postal Ballot Notice:

ITEM NO. 1

The Company filed its prospectus dated 06th October 2023 ("**Prospectus**") with the Registrar of Companies (ROC), Bengaluru, Karnataka, in connection with its Initial Public Offering of its Equity Shares of face value of ₹ 2/- each ("**Equity Shares**") and the Equity Shares are presently listed on the Emerge platform of National Stock Exchange of India Limited ("**NSE Emerge**" or "**Stock Exchange**").

Pursuant to the Prospectus dated 06th October 2023, the Issue comprised of 1,51,72,000 equity shares of face value of ₹ 2/- each for cash at a price of ₹ 31/- per equity share (including a share premium of ₹ 29 per equity share) ("**Issue price**") aggregating to ₹ 4,703.32 Lakhs (including Issue expenses) ("**Issue**") comprising of a fresh issue of 1,51,72,000 equity shares.

The Company had, in terms of Prospectus, proposed to utilize the IPO Proceeds towards (i) Funding of expenditure relating to solutions development for digital transformation and water resources management solutions; (ii) Creation of new delivery center including infrastructure thereof and upgrading existing facilities; (iii) Funding working capital requirements of our Company; (iv) General corporate purposes (collectively, the "**Objects**"). The utilization of the Net Proceeds of the Offer was proposed to be deployed in the following manner, as set forth under the schedule of deployment as disclosed in the Prospectus:

Particulars	**Total estimated cost[1]**	**Proposed Utilization from Net Proceeds**	**Estimated schedule of deployment of Net Proceeds in**		
			Financial Year 2024	**Financial Year 2025**	**Financial Year 2026**
					(in ₹ Lakh)
Funding of expenditure relating to solutions	1,100.00	1,100.00	137.50	550.00	412.50

development for digital transformation and water resources management solutions					
Creation of new delivery Centre including infrastructure thereof	894.00	894.00	702.75	153.00	38.25
Funding working capital requirements of our Company	1,500.00	1,500.00	1,000.00	500.00	-
General corporate purposes(1)	609.32	609.32	609.32	-	-
Net Proceeds	**4,103.32**	**4,103.32**	**2,449.57**	**1,203.00**	**450.75**

(1)*The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds*

Out of the above-mentioned objects of the issue, and as stated in the implementation schedule of the prospectus dated 06th October 2023, the Company has till **October 30, 2024** utilized for the proposed objects as stated in below table:

Amount Utilization Details as on October 30, 2024			**(Amount in ₹ Lakhs)**		
Particulars	**IPO Proceeds Amount (in ₹ Lakh)**	**Already Expended up to September 30, 2024 (in ₹ Lakh)**	**Utilized Up to October 30, 2024**	**Un-utilised Amount as on October 30, 2024**	**Funds Considered for Reutilization**
1.Funding of expenditure relating to solutions development for digital transformation and water	1,100.00	346.66	346.66	753.34	-

resources management solutions					
2. Creation of new delivery center including infrastructure thereof and upgrading existing facilities	894.00	-	-	894.00	894.00
3. Funding working capital requirements of our Company	1,500.00	1,500.00	1500.00	-	-
4. General corporate purposes (1) including offer Related Expenses	1,209.32	906.66	1206.66	2.66	-
Total Issues	**4,703.32**	**2,753.32**	**3053.32**	**1650.00**	**894.00**

The Board of Directors intends to revise the allocation of unutilized proceeds raised for Objects mentioned in the Prospectus. The relevant and material information as per Rule 7 of The Companies (Prospectus and Allotment of Securities) Rules, 2014 is set out below:

The original purpose or object of the Issue, total money raised, money utilized for the objects of the company stated in the prospectus, extent of achievement of proposed objects and the unutilized amount out of the money so raised through prospectus:

(Amount in ₹ Lakhs)

Objects as stated in prospectus	**IPO Proceeds**	**Utilized upto October 30, 2024**	**Unutilized Amount upto October 30, 2024**	**% of Utilised amount**	**% of unutilized amount**
Funding of expenditure relating to solutions development for digital transformation and water resources management solutions (**Object-I**)	1,100.00	346.66	753.34	31.51%	68.49%
Creation of new delivery center including infrastructure thereof and upgrading existing facilities (**Object-II**)	894.00	Nil	894.00	NIL	100.00%

Funding working capital requirements of our Company (**Object-III**)	**1,500.00**	1,500.00	Nil	100.00%	0.00%
General corporate purposes (**Object-IV**)and	**609.32**	606.66	2.66	99.56%	0.44%
Issue Related Expenses (**Object-V**)	600.00	600.00	-	100%	0.00%
Total Issues	**4,703.32**	**3,053.32**	**1,650.00**		

1. **The particulars of the proposed variation in the terms of contracts referred to in the prospectus or objects for which prospectus was issued:**
   The unutilized proceeds of Object-II i.e., ₹ 894 lakhs (Rupees Eight Hundred and Ninety-Four Lakhs Only) is proposed to be allocated for creation of new delivery center including infrastructure thereof and upgrading existing facilities to strategic investment by way of acquisition of equity shares of Fortira Inc., USA, a company incorporated under, having registered office situated at 4365 US Highway 1,Suite 105 , Princeton, NJ 08540, USA which operating in similar lines of business (the "Target Company"). The Company proposes to acquire 51% stake in the Target Company at an consideration of USD 2.55 Million equivalent Indian Rupees. Further, the Company will acquire rest 49% within 3 years from the date of 51% acquisition.

2. **The reason and justification for seeking variation:**
   This allocation will expedite our expansion in the North American market, enhancing our ability to serve local clients, OEMs, and partners, while also supporting talent acquisition efforts. This acquisition aligns perfectly with our vision and sector focus (BFSI, Healthcare and Pharma), helping us achieve our long-term goals much faster than anticipated.

3. **The amount proposed to be utilized for the new objects: ₹ 894 Lakhs**

4. **The proposed time limit within which the proposed varied objects would be achieved:**
   The Company expects to complete the transaction by 31st March 2025

5. **The estimated financial impact of the proposed alteration on the earnings and cash flow of the Company:**
   The management of the Company foresees that after the utilization of unutilized proceeds in proposed new objects, the earnings, profits and cash flows of the Company on a consolidated basis would improve in long term. The management of the Company is of the view that the proposed variation in terms of the Objects of the Issue will ensure optimum utilization of IPO Proceeds and maximize the return on investment for members.

6. **The place from where any interested person may obtain a copy of the notice of resolution to be passed:**
   Any interested person may obtain a copy of the notice of the resolution from the registered office of the Company at business hours or may access from Company's website https://www.ecanarys.com

7. **The risk factors pertaining to the new objects:**
   Change in Government Policies, Economic Environment, period of recovery of amount from debtors, casualties in events.

   Accordingly, in terms of the provisions of Sections 27 of the Companies Act, 2013 and any other applicable provisions and the rules made there under, the Company seeks approval of the members by way of Special Resolution for variation in the terms of the Objects of the Issue as disclosed in the Prospectus.

None of the Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at **Item No. 1** of this Postal Ballot Notice except to the extent of their shareholding in the Company.

The Board of Directors commend the Ordinary Resolution set out at **Item No. 1** of this Postal Ballot Notice for approval by the members.

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web: www.ecanarys.com

By order of the Board
For **CANARYS AUTOMATIONS LIMITED**
(formerly Canarys Automations Private Limited)

Place: Bengaluru
Date: 31.10.2024

Sd/-
Metikurke Ramaswamy Raman Subbarao
Managing Director
DIN: 00176920