

# Encompass Design India Limited (EDIL)

Formerly Encompass Design India Private Limited

CIN NO: L74210MH2010PLC200672



To,  
The Manager  
Listing Department,  
National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor Plot No. C-1,  
Block G Bandra Kurla Complex, Bandra (E)  
Mumbai - 400 051

Date: 06/03/2026

**Company Symbol: ENCOMPAS; ISIN: INE433T01015**

**Subject: Intimation and Submission of Notice of 05/2025-26 Extra Ordinary General Meeting ("EGM") of the Company as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

Dear Sir/ Madam,

Pursuant to Regulation 30 read with Para A, Part A of Schedule III of Listing Regulations, enclosed herewith is the Notice of 05/2025-26 Extra-Ordinary General Meeting of the Company to be held on Monday, March 30, 2026, at 04:00 P.M. (IST) through Video Conference (VC) / Other Audio Visual (OAVM), in accordance with relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

In terms of Regulation 46 of the Listing Regulations, the Notice of the EGM is also available on the website of the Company at <https://edipl.in/>.

Pursuant to 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 the Listing Regulations, the Company has provided the facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. The Company has engaged NSDL as the authorised agency to provide the remote e-voting facility and e-voting during the EGM.

The remote e-voting period shall commence on Friday, March 27, 2026, at 09:00 A.M. (IST) and shall end on Sunday, March 29, 2026 at 5:00 P.M. (IST). The cut-off date for determining the eligibility of Members to vote electronically is Monday, March 23, 2026. Members whose names appear in the Register of Members/Beneficial Owners as on the said cut-off date shall be entitled to cast their vote in proportion to their shareholding in the paid-up equity share capital of the Company.

Kindly take the same on record and oblige.

**For Encompass Design India Limited**

**Amit Rajendraprasad Dalmia**  
**Chairman & Managing Director**  
**DIN: 00210919**

**Enclose as above.**



**Regd Off:** A 101, Virwani Industrial Estate, Opp Western Express Highway, Goregaon (East), Mumbai 400063.  
**Email:** -cs@edipl.in **Mobile No.:** -77389 88671  
**www.edipl.in**

**Corporate Office:** 1202, Simba Towers, Vishweshwar Nagar, Goregaon (East),  
Mumbai 400063.

## NOTICE OF EXTRA -ORDINARY GENERAL MEETING

NOTICE is hereby given that the 05/2025-26 Extra-Ordinary General Meeting (EGM) of the members of **Encompass Design India Limited** will be held on Monday, March 30, 2026, at 04:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

### SPECIAL BUSINESS:

#### 1. Variation in Terms of the Objects as Stated in the Prospectus of the Company:

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

**"RESOLVED THAT** pursuant to the provisions of Section 13(8) and Section 27 of the Companies Act, 2013, read with Rule 32 of the Companies (Incorporation) Rules, 2014 and Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications or re-enactments thereof), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other applicable laws, regulations and guidelines (as amended from time to time), and subject to such approvals, consents, permissions and sanctions as may be required, the consent of the Members of the Company be and is hereby accorded for variation in the terms of the objects of the Initial Public Offer ("IPO") of the Company, as disclosed in the Prospectus;

**RESOLVED FURTHER THAT** out of the gross IPO proceeds of ₹ 4021.48 lakh an aggregate amount of ₹ 3,516.91 lakh representing 87.45 % of the gross IPO proceeds, has been utilised by the Company as on February 28, 2026, and the balance amount of ₹ 504.57 lakh remains unutilised out of which an amount aggregating to ₹ 115.57 lakh, comprising ₹ 27.60 lakh originally allocated towards "Repayment/Prepayment of Certain Borrowings Availed by our Company" and ₹ 87.97 lakh originally allocated towards "Issue Related Expenses", be and is hereby re-allocated towards "Meeting the Working Capital Requirements of the Company", as the object for which these funds were originally allocated has been duly achieved/substantially fulfilled;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof), Company Secretary and CFO of the Company, 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 filing of necessary forms and intimations with the Stock Exchange(s), the Securities and Exchange Board of India, Registrar of Companies and other regulatory authorities, and to settle any questions, difficulties or doubts that may arise in this regard."

**By Order of the Board of Directors**  
**Encompass Design India Limited**

SD/-  
**Nikita Dinesh Chandak**  
**Company Secretary & Compliance Officer**  
Membership No.: A55327

**Date: March 06, 2026**

**Place: Mumbai**

**Registered Office:**  
**Virwani Indl Estate, Shop No. A-101,**  
**Opp. Western Exp Highway, Goregaon (E),**  
**Mumbai, Maharashtra, India, 400063**

# Encompass Design India Limited (EDIL)

Formerly Encompass Design India Private Limited



**ENCOMPASS**  
DESIGN INDIA LIMITED  
(Operating As Scalesauce)

CIN NO: L74210MH2010PLC200672

## NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Notice.
2. The Extra-Ordinary General Meeting ("EGM") will be held on Monday, March 30, 2026 at 04:00 P.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), in compliance with the applicable provisions of the Companies Act, 2013 read with Ministry of Corporate Affairs' ("MCA") General Circular no. 14/2020 dated 8th April, 2020, MCA General Circular no. 17/2020 dated 13th April, 2020, MCA General Circular No. 20/2020 dated 5th May, 2020, MCA General Circular No. 22/2020 dated 15th June, 2020, MCA General Circular No. 02/2021 dated 13th January, 2021 and Circular No. 02/2022 dated 5th May, 2022 and SEBI Circulars dated 12th May, 2021 and 15th January, 2021, Circular No. 02/2022 dated 5th May, 2022 and 10/2022 dated 28th December, 2022 and in compliance with the provisions of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The deemed venue for this EGM shall be the Registered Office of the Company.
3. All documents referred to in the accompanying Notice shall be open for inspection by the Members by writing an e-mail to the Company at [cs@edipl.in](mailto:cs@edipl.in).
4. The Company is sending this Notice to those Members, whose names appear in the Register of Members / List of Beneficial Owners as received from the Depositories and the Company's Registrars and Transfer Agent ("RTA") as on Friday, February 27, 2026 ("Cut-Off Date"). The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Monday, March 23, 2026.
5. Members whose e-mail addresses are registered with the Company / RTA / Depositories will receive the notice of Extra-Ordinary General Meeting ("EGM") in electronic form.
6. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.
7. Since this EGM is being held through VC/OAVM pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. Members have to attend and participate in the ensuing EGM through VC/OAVM. However, the Body Corporates are entitled to appoint Authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
8. Members of the Company under the category of "Institutional Investors" are encouraged to attend and vote at the EGM through VC/OAVM. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to Email at [cs@edipl.in](mailto:cs@edipl.in) and/ or at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), a certified copy of the Board Resolution/ authorization letter authorizing their representative to attend and vote on their behalf at EGM through E-voting.
9. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration

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**Email:** [cs@edipl.in](mailto:cs@edipl.in) **Mobile No.:** 77389 88671  
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Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

10. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
11. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. 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 of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM will be provided by NSDL.
12. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://edipl.in/>. The Notice can also be accessed from the websites of the Stock Exchange i.e National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsd.com](http://www.evoting.nsd.com).
13. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.
14. The Board of Directors has appointed Mr. Shanu Bhagwandas Mata, Proprietor of M/s. Shanu Mata & Associates, Practising Company Secretary, as the Scrutinizer to scrutinize the remote voting and e-voting process in fair and transparent manner.
15. The Scrutinizer will submit his consolidated report to the Chairperson, or any other person authorised by him, after completion of scrutiny of the votes cast, and the result of the voting will be announced by the Chairperson or any other person authorized by him. The Scrutinizer's decision on the validity of votes cast will be final.
16. The Results declared along with the Scrutinizer's Report shall be communicated to the Stock Exchange, where the equity shares of the Company are listed on NSE and be made available on its website viz. [www.nseindia.com](http://www.nseindia.com).

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

The remote e-voting period begins on Friday, 27<sup>th</sup> March, 2026, at 09:00 A.M. and ends on Sunday, 29<sup>th</sup> March, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 23<sup>rd</sup> March, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 23<sup>rd</sup> March, 2026.

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

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

## Step 1: Access to NSDL e-Voting system

### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "<b>Login</b>" 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li></ol>

	<p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store       Google Play</p> <div style="display: flex; justify-content: space-around;"></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System My contacteasi Tab and then user your existing my easi username &amp; password.</li><li>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 or joining virtual meeting &amp; voting during the meeting. 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.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



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

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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?



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- (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](http://www.evoting.nsdl.com).
    - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

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

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csshannumata@gmail.com](mailto:csshannumata@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to National Securities Depository Limited (NSDL) at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@edipl.in](mailto:cs@edipl.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 [cs@edipl.in](mailto:cs@edipl.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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/ members may send a request to [evoting@nsdl.com](mailto: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.

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

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@edipl.in](mailto:cs@edipl.in). The same will be replied by the company suitably.

## EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013 & Rules framed thereunder)

### Item No. 1:

The Company had raised ₹ 4021.48 lakh pursuant to its Initial Public Offer (IPO) as detailed in the Prospectus dated December 10, 2025.

As per the Objects of the Issue disclosed in the Prospectus, the IPO proceeds were proposed to be utilised inter alia towards:

1. Funding capital expenditure requirements of our company towards purchasing office, interior work and refurbishment;
2. To Meet Working Capital Requirements of the Company;
3. Repayment/Prepayment of Certain Borrowings Availed by our Company;
4. General Corporate Purposes; and
5. Issue Related Expenses.

As on February 28, 2026, 87.45% of the total IPO proceeds have been utilised in accordance with the Objects stated in the Prospectus. The total unutilised amount stands at ₹ 504.57 lakh.

Out of the aforesaid unutilised amount, ₹27.60 lakh and ₹87.97 lakh originally allocated towards "Repayment/Prepayment of Certain Borrowings" and "Issue Related Expenses", respectively, are proposed to be re-allocated towards "Meeting the Working Capital Requirements of the Company".

The Board is of the view that the purpose for which the aforesaid amounts were originally allocated has already been duly fulfilled/substantially achieved and the remaining unutilised portion is no longer required for such objects. Considering the operational requirements of the Company and in order to optimise the utilisation of funds, it is proposed to deploy the said unutilised amount towards Meeting the Working Capital Requirements of the Company.

Except for this proposed variation, there is no change in the other objects of the Issue or in the total Issue size as disclosed in the Prospectus.

In terms of Section 27 of the Companies Act, 2013, any variation in the Objects of the Issue requires approval of the shareholders by way of Special Resolution.

In view of the above, as the management proposes to vary the objects of the Issue, the requisite disclosure in compliance with sections 13(8) and 27 of the Companies Act, 2013, as amended ("Companies Act"), read with Rule 32 of the Companies (Incorporation) Rules, 2014, Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Regulation 281A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018 read with Schedule XX thereto, as amended are as follows:

### **A. Amount raised in the Initial public offering:**

As per the Prospectus dated December 10, 2025, the Company undertook an Initial Public Offer of 37,58,400 Equity Shares of face value ₹10 each, aggregating to ₹ 4021.48 Lakh ("Public Issue").



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However, the proposed change in the terms of the objects relates only to the reallocation of unutilised IPO proceeds amounting to ₹ 115.57 lakh towards Meeting Working Capital Requirements of the Company.

**B. Original objects:**

The original objects of the Issue as stated in the Prospectus are as follows:

1. Funding capital expenditure requirements of our company towards purchasing office, interior work and refurbishment;
2. To Meet Working Capital Requirements of the Company;
3. Repayment/Prepayment of Certain Borrowings Availed by our Company;
4. General Corporate Purposes; and
5. Issue Related Expenses.

**C. The money utilised for the objects of the company stated in the prospectus as on December 10, 2025, the extent of achievement of proposed objects in terms of percentage and the unutilised amount out of the money raised through prospectus:**

The Initial Public Offering (IPO) of the Company was successfully completed with its listing on December 12, 2025.

As of February 28, 2026, an amount of ₹3,516.91 lakh has been utilised in accordance with the objects stated in the Prospectus. The entire amount allocated towards general corporate purposes has been fully utilized and the funds allocated towards Repayment/Prepayment of Certain Borrowings availed by our Company and Issue Related Expenses has also been utilised to the extent that the purpose for which the aforesaid amounts were originally allocated has already been duly fulfilled/substantially achieved. Further, the Company has partially utilised funds towards Funding capital expenditure requirements of our company towards purchasing office, interior work and refurbishment and meeting Working Capital Requirements of the Company as detailed in the table below.

The amount of ₹504.57 lakh remains unutilised as of February 28, 2026. From this unutilised amount, an amount of ₹ 27.60 lakh and ₹ 87.97 lakh originally allocated towards “Repayment/ prepayment of certain borrowings availed by our Company” and “Issue related Expenses” is proposed to be re-allocated towards “Meeting Working Capital Requirements of the Company” with the approval of shareholders, while the remaining portion will be utilised in due course for the original purposes as allocated in the Prospectus, in line with the stated objects.

The Company confirms that it has obtained a certificate from the Statutory Auditor dated March 06, 2026, certifying the utilised and unutilised balance of IPO proceeds as on February 28, 2026, as summarised in the table below:

(Amounts is Lakh)				
Original purpose or object of the Issue	Total money raised	Money utilised for the objects of the company stated in the prospectus	Extent of achievement of proposed objects in terms of percentage	Unutilised amount out of the money so raised through prospectus
Funding capital expenditure requirements of our company towards purchasing office, interior work and refurbishment	1148.58	1114.00	96.99%	34.58
To Meet Working Capital Requirements of the Company	729.42	375.00	51.41%	354.42
Repayment/Prepayment of Certain Borrowings Availed by our Company	1100.00	1072.40	97.49%	27.60
General Corporate Purposes	559.02	559.02	100.00%	0.00



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Issue Related Expenses	484.46	396.49	81.84%	87.97
<b>Total</b>	<b>4021.48</b>	<b>3516.91</b>	<b>87.45%</b>	<b>504.57</b>

D. The particulars of the proposed variation in the terms of contracts referred to in the prospectus or objects for which prospectus was issued and the proposed time limit within which the proposed varied objects would be achieved:

(Amounts in Lakh)

Original purpose or object of the Issue	Total money raised	Amount unutilized as in February 28, 2026	Details of Variation	Revised amount after variation	Revised amount unutilized post variation	Proposed time limit
Funding capital expenditure requirements of our company towards purchasing office, interior work and refurbishment	1148.58	34.58	No variation	1148.58	34.58	Financial Year 2025-26
To Meet Working Capital Requirements of the Company	729.42	354.42	The purpose for which the amount of ₹ 27.60 lakh and ₹ 87.97 lakh were originally allocated towards "Repayment/ prepayment of certain borrowings availed by our Company" and "Issue related Expenses" respectively has already been duly fulfilled/substantially achieved and the remaining unutilised portion is no longer required for such objects. The proposed reallocated amount is 2.87% of the total Funds Raised by the Company. Considering the operational requirements of the Company and in order to optimise the utilisation of funds, it is proposed to deploy the said unutilised amount towards Meeting the Working	844.99	469.99	Financial Year 2025-26 and 2026-27

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			Capital Requirements of the Company.			
Repayment/Prepayment of Certain Borrowings Availed by our Company	1100.00	27.60	The object for which such funds were originally allocated has been duly achieved/substantially fulfilled. The company paid the entire borrowings, which at the time of repayment reduced by ₹ 27.60 lakh.	1072.40	0.00	Financial Year 2025-26 (Fully utilised)
General Corporate Purposes	559.02	0.00	No variation	559.02	0.00	Financial Year 2025-26 (Fully utilised)
Issue Related Expenses	484.46	87.97	The object for which such funds were originally allocated has been duly achieved/substantially fulfilled. The Company actually spent ₹87.97 lakh less due to better negotiations at the time of making payments.	396.49	0.00	Financial Year 2025-26 (Fully utilised)
<b>Total</b>	<b>4021.48</b>	<b>504.57</b>		<b>4021.48</b>	<b>504.57</b>	

## E. The reason and justification for seeking variation:

As disclosed under the Objects of the Issue in the Prospectus dated December 10, 2025, an amount of ₹1,100.00 lakh and ₹484.46 lakh was allocated towards "Repayment/Prepayment of Certain Borrowings Availed by our Company" and "Issue Related Expenses", respectively.

Out of the aforesaid amounts, the Company has utilised ₹1,072.40 lakh towards repayment/prepayment of borrowings and ₹396.49 lakh towards issue related expenses in accordance with the Objects stated in the Prospectus. The Company confirms that the payments in respect of the aforesaid Objects have been fully completed and there are no outstanding dues or liabilities remaining under the said heads.

Consequently, an amount of ₹27.60 lakh allocated towards "Repayment/Prepayment of Certain Borrowings Availed by our Company" remained unutilised as the actual outstanding borrowings at the time of repayment were lower than the amount originally estimated in the Prospectus.

Further, an amount of ₹87.97 lakh allocated towards "Issue Related Expenses" has remained unutilised primarily on account of cost efficiencies achieved through better commercial negotiations and optimisation of expenses at the time of settlement of the respective payments.

In view of the fact that the original Objects for which the aforesaid amounts were allocated have been duly achieved and no further funds are required for such purposes, the Company proposes to re-allocate the said unutilised amount aggregating to ₹115.57 lakh, representing 2.87% of the total funds raised through the Issue, towards "Meeting the Working Capital Requirements of the Company."

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The proposed reallocation will enable the Company to efficiently utilise the unutilised IPO proceeds for its operational requirements and is considered to be in the best interest of the Company and its stakeholders. The proposed variation does not affect the overall business strategy of the Company and will support its ongoing operations and growth.

## **F. The risk factors pertaining to the new objects:**

The proposed variation involves the reallocation of the unutilised portion of the IPO proceeds towards “Meeting the Working Capital Requirements of the Company”.

Utilisation of funds towards working capital requirements will be subject to the normal business, operational and market risks associated with the Company’s operations, including changes in market conditions, fluctuations in demand for the Company’s products/services, and variations in operating costs.

However, since the proposed variation relates only to the redeployment of the unutilised portion of the IPO proceeds towards an existing operational requirement of the Company and does not involve the undertaking of any new project, expansion or capital expenditure, no material additional risk factors are envisaged arising specifically from the proposed variation.

## **G. The estimated financial impact of the proposed alteration on the earnings and cash flow of the company:**

The proposed variation relates only to the reallocation of the unutilised portion of the IPO proceeds from “Repayment/Prepayment of Certain Borrowings availed by our Company” and “Issue Related Expenses” towards “Meeting the Working Capital Requirements of the Company”.

The proposed reallocation does not involve any additional fund raising and will not result in any immediate material impact on the earnings of the Company. However, deployment of the said funds towards working capital requirements is expected to support the operational liquidity of the Company and enable efficient management of its day-to-day business operations.

Accordingly, the proposed variation is not expected to have any adverse impact on the cash flows of the Company and may, in the ordinary course of business, contribute positively towards operational efficiency and financial flexibility.

## **F. The place from where any interested person may obtain a copy of the notice of resolution to be passed:**

Any interested person may access the notice of the resolution from the Company's website at <https://edipl.in/> and the website of National Stock Exchange of India (NSE) at [www.nseindia.com](http://www.nseindia.com), the Stock Exchanges where the securities of the Company are listed.

## **G. Name of the director who voted against the proposed variation/alteration:**

None of the directors present at the board meeting held on March 06, 2026 had voted against the proposed variation/alteration.

## **H. Any other relevant information which is necessary for the members to take an informed decision on the proposed resolution**

The Company has utilised more than 75% of the proceeds raised from the IPO. Accordingly, in terms of Schedule XX of the ICDR Regulations issued by the Securities and Exchange Board of India, the requirement to provide an exit opportunity to dissenting shareholders is not applicable in the present case.

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The Audit Committee has reviewed the proposed variation and recommended the same to the Board of Directors. The Board of Directors at its meeting held on March 06, 2026 approved the proposal and recommended the same for approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 1 of this Notice except to the extent of their shareholdings in the Company, if any.

**By Order of the Board of Directors**  
**Encompass Design India Limited**

SD/-

**Nikita Dinesh Chandak**

**Company Secretary & Compliance Officer**

**Membership No.: A55327**

**Date: March 06, 2026**

**Place: Mumbai**



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